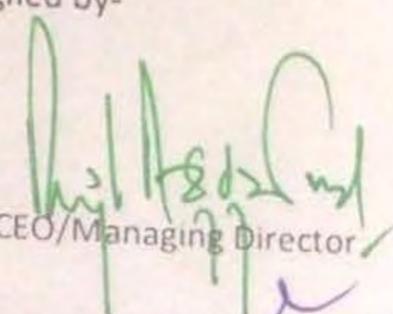
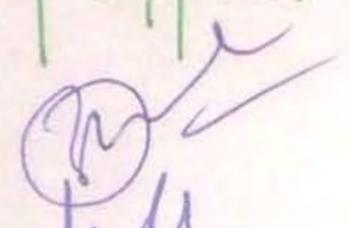
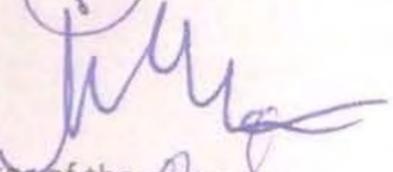
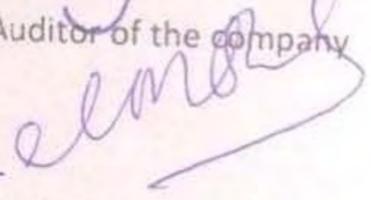


ANNEXURE X

FORM A (for audit report with unmodified opinion)

1	Name of the company	ORBIT CORPORATION LIMITED
2	Annual financial statements for the year ended	31 ST MARCH, 2016
3	Type of Audit observation	EMPHASIS OF MATTER
4	Frequency of observation	REGULAR
5	To be signed by-  • CEO/Managing Director  • CFO  • Auditor of the company  • Audit Committee Chairman	

ORBIT CORPORATION LIMITED

2015-16

16TH ANNUAL REPORT



ORBIT
VISION BEYOND

Orbit Corporation Limited

The View, 165, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.

Tel: 91 22 3044 6910, Fax: 91 22 2491 1028

E-Mail: Info@Orbitcorp.Com

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Corporate Information as on 31st March, 2016:

Board of Directors

Mr. Ravi Kiran Aggarwal
Executive Chairman

Mr. Pujit Aggarwal
Managing Director & CEO

Mr. Abdul Mohammad Sattar
Independent Director

Ms. Sakina Mamaji
Independent Director
(w.e.f. 12th February, 2016)

Mr. Naresh Maganlal Shah
Independent Director
(w.e.f. 27th May, 2015)

Mr. Rahul Pratapchand Kapoor
Independent Director
(w.e.f. 27th May, 2015)

Audit Committee

Mr. Naresh Maganlal Shah
Mr. Ravi Kiran Aggarwal
Mr. Abdul Sattar
Mr. Rahul Pratapchand Kapoor

Human Resources, Nomination and Remuneration Committee

Mr. Abdul Sattar
Mr. Naresh Maganlal Shah
Mr. Rahul Pratapchand Kapoor

Stakeholder Relationship Committee

Mr. Ravikiran Aggarwal
Mr. Pujit Aggarwal
Mr. Rahul Pratapchand Kapoor

CSR Committee

Mr. Ravi Kiran Aggarwal
Mr. Pujit Aggarwal

Bankers

State Bank of India
Shivsagar Estate Branch,
Worli, Mumbai – 400 018

Canara Bank
Colaba Branch,
Near Colaba Police Station,
Mumbai – 400 039

Union Bank of India
Mumbai Samachar Marg Branch,
66/80, Mumbai Samachar Marg,
Fort, Mumbai - 400 023

HDFC Bank Ltd
Kamala Mills Compound,
Lower Parel, Mumbai - 400 013

Axis Bank Ltd
Ground Floor,
Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai - 400 025

Statutory Auditor

M/s Sharp & Tannan
Ravindra Annexe,
194, Churchgate Reclamation,
Dinshaw Vachha Road,
Mumbai - 400 020

Solicitors and Legal Advisors

Kanga & Co.
1st Floor, Ready Money
Chambers,
43, Veer Nariman Road,
Mumbai – 400 001

Nishith Desai Associates
93 - B, Mittal Court,
Nariman Point,
Mumbai – 400 021

Management Team

Mr. Pujit Aggarwal
Managing Director & CEO

Mr. Dinesh Bhalotia
Chief Financial Officer
(w.e.f. 9th November, 2015)

Mr. Raajhesh Shah
Chief Operating Officer

Mr. Deep Bhushan
Senior Vice President & Head -
Projects

Mr. Hari Kumar Kurup
Chief Acquisition Officer

Mr. Sanjay Bhutani
Head - Sales

Mr. Jitendra Gupte
Senior Vice President &
Head Human Resources

Company Secretary

Mr. Ronak Kalathiya
(appointment w.e.f. 1st March, 2016)

Registrar and Transfer Agent

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Road, Bhandup (West),
Mumbai - 400 078

Registered Office

The View, 1st Floor,
165, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
Maharashtra, India

Website:

www.orbitcorp.com

Chairman's Message

Dear Shareholders,

It gives me great pleasure to share with you the latest accomplishments of Orbit Corporation. The year 2015-16 has seen a number of salient developments. Although 2015-16 was subdued for Orbit from a financial perspective, the Company strengthened its business through an enhanced focus on Approvals, Project acceleration, debt reduction & Customer engagement.

The Indian economy reported one of the fastest growth rates in the world this past year. With respect to Real Estate Industry review, India real estate market is expected to reach US\$ 180 billion by 2020 from US\$ 93.8 billion in 2014. Emergence of nuclear families, rapid urbanization & rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial & retail. Real estate is currently the fourth largest sector in the country in terms of Foreign Direct Investment (FDI) inflows. Total FDI in the Construction development sector during April 2000 – May 2015 stood at around US\$ 24.07 billion.

It is an exciting time in India's real estate development sector. This excitement revolves around the introduction of RERA, which promises to be the single biggest reform ever in India's real estate space.

Your Company has registered consolidated revenues of Rs 128 million for the year ended 31st March 2016. Regulatory delays in granting approvals & policy logjams have severely dented the performance of the Company resulting in a negative bottom line of Rs 3623 million.

With regard to the Media reports alleging involvement of the Company in violation of Maharashtra Ownership Flat Act, 1963 & consequent arrest of MD & CEO Mr. Pujit Aggarwal, of your Company, by various Press Releases, has already clarified that it is not connected with the same, these are the allegations against the MD & CEO based on complaint filed by Capri Global one of the lender & the case is now on the verge of settlement with them. All other pending matters are subjudice & all the concerned are in the process of fighting the legal battle to establish their innocence. Your Company reiterates that it has no involvement in the same & has been extending the required co-operation & assistance to all the agencies in this regard. The Company's functioning has not been impacted by such reports & your Company continues to function under the guidance of the Chairman & senior directors of the Company & Key Managerial team with reach business experience in the Industry.

The Company remains committed to its all uncompleted projects & its delivery with quality state-of-art construction. The progress on our key business parameters continues at a reasonable pace. The company continues to consolidate its steps in the right direction for growth while it will take couple of quarters to gain momentum considering the current market situation.

Hold on fast to your vision & determination, Orbit shall surely bounce back. We consider ourselves fortunate to receive unstinted support from our shareholders, banks, institutional investors, lenders, customers, service providers & business partners. We would also like to specially thank our employees & the board for their sincerity, tenacity & unflinching trust in the Organization.

Best Wishes,

Ravi Kiran Aggarwal

Directors' Report

Dear Shareholders,

The Board of Directors take pleasure in presenting the 16th Annual Report on the business and operations of your Company together with Audited Financial Accounts for the Financial Year ended 31st March, 2016.

REVIEW OF OPERATIONS

The Financial performance of the Company for year ended 31st March, 2016 is summarized below:

(Rs. Million)

Particulars	Standalone		Consolidated	
	FY 2016	FY 2015	FY 2016	FY 2015
Revenue	126	1,187	128	1,411
Expenditure	3584	2,004	3751	2,219
Profit / Loss after tax	(3459)	(1,024)	(3623)	(1,024)
Minority Interest	-	-	(32)	(8)
Profit after Minority Interest	(3459)	(1,024)	(3591)	(1,016)

(Rs. Million)

Particulars	Standalone		Consolidated	
	FY 2016	FY 2015	FY 2016	FY 2015
Share Capital	1,140	1,140	1,140	1,140
Reserves & Surplus	2,289	5,749	3,247	6,840
Net worth	3,429	6,889	4,386	7,979
Minority Interest	-	-	1,249	1,281
Non-current liabilities	2,625	3,198	3,702	4,275
Current Liabilities	14,576	10,984	16,239	12,249
Total liabilities	17,201	14,182	19,941	16,524
Non-current Assets	7,337	7,172	9,587	9,433
Current Assets	13,292	13,904	15,990	16,357
Total Assets	20,629	21,076	25,577	25,790

BUSINESS REVIEW

During the FY 2015-16, your Company achieved total revenue amounting to Rs.128 Million as against previous year's revenue of Rs.1,411 Million on a consolidated basis. Your Company has suffered a consolidated loss after tax (after minority interest) of Rs. 3591 Million for the year as against a loss of Rs. 1,016 Million during the previous year.

DIVIDEND

In view of loss during the year, the Board of Directors has not recommended any dividend for the financial year 2015-16.

TRANSFER TO RESERVE

The Company did not transfer any amount to reserve this year.

DEPOSITS

Your Company has not accepted any deposits in terms of the provisions of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014 as amended, during the year under review.

SUBSIDIARIES

Orbit Highcity Private Limited

Orbit Highcity Private Limited (OHCPL), incorporated on 19th December, 2007 is a subsidiary of your Company. It was formed with the objective of developing large sized projects like gated townships in the Mumbai Metropolitan region. OHCPL is in the process of developing a project called “Orbit Mandwah” situated at Mandwa, Alibaug gated township with high end amenities and features.

The Company has entered into Investment Agreement on 27th January, 2010 with IL&FS Trust Company Limited, IIRF India Realty X Limited, Moltana Holdings Limited, Rodere Holdings Limited and Orbit Corporation Limited to raise funds for the development of project on the property situated at Mandwa, District Alibaug, and Maharashtra. The holding of your Company in OHCPL as on 31st March, 2016 is 52.57%.

Orbit Residency Private Limited

Orbit Residency Private Limited (ORPL) is a wholly owned subsidiary of your Company. ORPL was incorporated with the objective to acquire and develop projects of up to 1,000 Sqr Mtrs or yielding a saleable area of less than 35,000 sq. ft.

Ahinsa Buildtech Private Limited

Ahinsa Buildtech Private Limited (ABPL) is a subsidiary of your Company. ABPL, has acquired property called ‘Orkay Mills’ situated at Andheri-Kurla Road, Saki Naka, Andheri East and is developing a residential project called “Orbit Residency Park”.

Orbit Habitat Private Limited

Orbit Habitat Private Limited (OHPL) is a wholly owned subsidiary of your company. OHPL is currently scouting for opportunities for redevelopment in the island city of Mumbai.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the requirements of Accounting Standards AS 21 (read with AS 23), issued by the Institute of Chartered Accountants of India, the Consolidated Financial Statements of the Company and its subsidiaries and associate are annexed to this Annual Report. A Statement containing salient features of the financial statements of subsidiaries is annexed herewith as Annexure “A”.

The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiaries and associate company, as approved by their respective Board of Directors except three subsidiary companies for which the financial statements are unaudited/certified by the management.

The consolidated financial statements of the Company for the financial year 2015-16 are prepared in compliance with applicable provisions of the Companies Act, 2013 and Accounting Standards.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provision of the Companies Act, 2013, Mr. Ravi Kiran Aggarwal, Whole Time Director of the Company and Mr. Pujit Aggarwal, Managing Director and CEO, are liable to retire by rotation in the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. Sanjay Phadke, Nominee Director of the Company has resigned w.e.f. 29th January, 2016. Mr. Abdul Sattar, Independent Director of the Company has resigned w.e.f. 30th May, 2016.

The Board extends appreciation for their valuable contributions made during their tenure.

Mrs. Sakina Saifee Mamaji (DIN No. 03310731) was appointed as an additional director in the category of Non-Executive Independent Director of the company w.e.f. 12th February, 2016 whose terms of office expire at the ensuing Annual General Meeting and in respect of whom the Company has received notices in writing from the members of the Company, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying their intentions to propose the candidature of Mrs. Sakina Saifee Mamaji for her appointment as a Director of the Company, not liable to retire by rotation, for such period as may be approved by the members of the company at the ensuing Annual General Meeting. Their appointment as an Independent Directors is now being placed before the Members for their approval.

CS Ronak V. Kalathiya (ACS No.37007) has been appointed as Company Secretary & Compliance Officer w.e.f. 1st March, 2016 as per the Regulation 6 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and under the Companies Act, 2013 in place of CS Anurag Srivastav (ACS No.17983), who have resigned w.e.f. 13th February, 2016.

DIRECTORS' RESPONSIBILITY STATEMENT

- a. in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit and loss of the company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
"Internal Financial Controls" means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including the adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information;
- f. the directors have devised proper systems to ensure compliances with the provisions of the applicable laws and that such systems were adequate and operating effectively.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company has put in place an induction and familiarisation programme for Independent Directors in terms of provisions of Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Familiarisation programme of the Company familiarise the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. It also provides information relating to the financial performance of the Company. Periodic presentations are made at the Board and Committees meetings relating to the Company performance.

The details of Familiarisation Programme for Independent Directors are available on the Company's website at www.orbitcorp.com.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

Four meetings of the Board of Directors of the Company were held during the year. For further details, please refer to Corporate Governance section of this Annual Report.

STATEMENT ON DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CORPORATE GOVERNANCE

Report on Corporate Governance in accordance with Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Stock Exchanges, alongwith a certificate from Nishant Jawasa & Associates, Company Secretaries are given separately in this Annual Report.

STATUTORY AUDITORS

M/s. Sharp & Tannan, Chartered Accountants, the Statutory Auditors of the Company has expressed their unwillingness to continue as the Statutory Auditors of the Company and has resigned w.e.f. 22nd November, 2016.

The Board has proposed to appoint M/s. Paresh Rakesh & Associates as the Statutory Auditors of the Company in the ensuing Annual General Meeting. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for appointment as Auditors of the Company. As required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Members' attention is invited to the observation made by the Auditors under "Emphasis of Matter" appearing in the Auditors Reports.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Nishant Jawasa & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as Annexure "B".

COST AUDIT

M/s. Vaibhav M Gandhi, Cost Accountants has provided the Cost Audit Report for the financial year ended March 31, 2016.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In terms of section 135 of the Companies Act, 2013 and the Rules made thereunder, the Board in its meeting held on 12th August, 2014 constituted a Corporate Social Responsibility Committee (CSR Committee), which

however was reconstituted on 13th February 2015 due to change in directors of the company. The CSR Committee comprises of directors namely Mr. Ravi Kiran Aggarwal and Mr. Pujit Aggarwal.

The report as per Section 135 of the Companies Act, 2013 read with Companies (CSR Policy) Rules, 2014 is attached as Annexure "C".

AUDIT COMMITTEE

The Audit Committee comprises of Directors namely Mr. Naresh Maganlal Shah-Chairman of the committee, Mr. Rahul Pratapchand Kapoor, Mrs. Sakina Mamaji and Mr. Ravi Kiran Aggarwal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a Vigil mechanism for Directors & employees and the same has been communicated to the Directors & employees of the Company.

POLICY RELATING PROTECTION OF WOMEN AT WORKPLACE FROM SEXUAL HARASSMENT

The Company has constituted an 'Internal Complaints Committee' (ICC) pursuant to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 for addressing the complaints / grievances on the sexual harassment of women at work places.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure "D".

RISK MANAGEMENT

Pursuant to the requirement of clause 49 of the listing agreement with the stock exchanges, the Company has constituted a Risk Management Committee which assists the Board in drawing up, implementing, monitoring and reviewing the Risk Management Plan. The main objective of risk management is reduction and avoidance of risk as also identification of the risks faced by the business and optimize the risk management strategies. The Risk Management Policy is reviewed by the Board of Directors of the Company and the Audit Committee from time to time so that management controls the risk through properly defined network. The composition of the Risk Management Committee as on 31st March 2016 was as under:

S. No.	Name of the Member	Category
1	Mr. Ravi Kiran Aggarwal	Chairman, Executive Director
2	Mr. Pujit Aggarwal	Member, Executive Director
3	Mr. Raajhesh Shah	Member, Executive

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All Contracts/arrangements entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company did not enter into any contract/arrangement/transaction with related parties which could be considered material. Your Directors draw attention of the members to Note no. 31 to the financial statement which sets out related party disclosures.

Particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are given in Form AOC-2 attached as Annexure "E" to

this report and forming part of it. Your Company has taken necessary approvals as required by Section 188 read with Companies (Meeting of Board and its Powers) Rules, 2014 from time to time.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

ORBIT EMPLOYEES STOCK OPTION SCHEME (ESOS) – 2012

Company has not granted any options during the year 2015-16 under Orbit ESOS 2012. Details as required by SEBI guidelines are annexed to this report as Annexure “F”.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company (MGT-9) is attached as Annexure “G” to this Report.]

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosure pertaining to remuneration as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is attached as Annexure “H” to this Report.

Details in terms of the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration) Rules 2014 the names and other particulars of the employee is appended as Annexure “I” to the Boards’ Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forms a part of the Directors’ Report and contains all matters pertaining to the industry.

INTERNAL FINANCIAL CONTROL

Your Company has well defined and adequate internal controls and procedures, commensurate with its size and nature of its operations. The Company has an Audit Committee, comprising largely of Non-Executive Directors, which monitors systems, control, financial management and operations of the Company. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

ACKNOWLEDGEMENT

Acknowledgement The Directors thank all the Shareholders, customers, dealers, suppliers, bankers, financial institutions and all the other business associates for their continued support to the Company and the confidence reposed in its Management. The Directors also thank the Government authorities for their understanding and co-operation. The Directors wish to record their sincere appreciation of the significant contribution made by the employees of the Company at all levels to its profitable and successful operations.

For and on behalf of the Board of Directors

Place: Mumbai

Ravi Kiran Aggarwal

Dated: 30th November, 2016

**Chairman
(DIN: 00133401)**

Annexure “A” to the Directors’ Report

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Information in respect of each subsidiary to be presented with amounts in Rs)

Sr. No	1	2	3	4
Name of the subsidiary	Orbit Highcity Pvt. Ltd.	Ahinsa BUILTECH Pvt. Ltd.	Orbit Habitat Pvt. Ltd.	Orbit Residency Pvt. Ltd.
Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	31st March, 2016	31st March, 2016	31st March, 2016	31st March, 2016
Reporting currency	INR	INR	INR	INR
Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	NA
Share capital	16,93,54,840	1,00,000	1,00,000	1,00,000
Reserves & surplus	242,77,49,158	11,74,73,327	58,09,668	(1,31,13,885)
Total assets	470,09,30,535	99,73,74,441	4,44,36,784	38,21,66,034
Total Liabilities	210,38,26,537	87,98,01,113	3,85,27,116	39,51,79,919
Investments	-	-	-	-
Turnover	10,55,226	14,61,391	-	-
Profit before taxation	(2,30,29,507)	(14,00,99,810)	(4,52,452)	(8,40,475)
Provision for taxation	1,72,159	-	-	-
Profit after taxation	(2,32,01,666)	(14,00,99,810)	(4,52,452)	(8,40,475)
Proposed Dividend	-	-	-	-
% of shareholding	52.57	85	100	100

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Annexure “B”

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Orbit Corporation Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Orbit Corporation Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the period under Audit**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the period under Audit**)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (**Not applicable to the Company during the period under Audit**)
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the period under Audit**)
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Maharashtra Ownership Flat Act, 1963
- (vii) Mumbai Metropolitan Region Development Authority Act, 1974
- (viii) Housing and Area Development Act, 1976
- (ix) Maharashtra Slum Areas (Improvement, Clearance, Redevelopment) Act, 1971

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with the Stock Exchanges.

We further report that based on the information provided by the Company, its officer and authorized representatives during the conduct of Audit, and also review of the quarterly compliances report by respective departmental head/ Company Secretary taken on record by the Board of Directors of the Company, in our opinion adequate system and processes and control mechanism exists in the Company to monitor and ensure compliance with other applicable general laws like labour laws.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. The Company has not maintained any functional website and therefore wherever any requirements for dissemination of information, policies or other materials on the website of the Company under the Companies Act, 2013 or any rules made thereunder or under any regulations applicable to the Company have not been complied with.*
- b. The Company has not filed Financial Statements for the financial year 2014-15 in form AOC-4 XBRL with the ROC as required u/s 137 of the Companies Act 2013 read with Rule 12 of The Companies (Accounts) Rules, 2014.*
- c. The Company has not filed Annual Return for the financial year 2014-15 in form MGT-7 with the ROC within the statutory time limit as prescribed u/s 92 of the Act read with Rule 11 of The Companies (Management and Administration) Rules, 2014 and the same was filed on 19th August, 2016.*
- d. The minutes of the Board meetings and Committee meetings are prepared, signed, but not serially numbered and dated and the date of entry of Minutes is not recorded as required.*
- e. The Company has not been regular in payment of employee's provident fund.*

We further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings of the Board of Directors and committees thereof all decisions were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was no other specific events/action in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a majority bearing on the Company's affairs.

Place: Mumbai
Date: 30th November, 2016

For Nishant Jawasa & Associates
Company Secretaries

Nishant Jawasa
Proprietor
FCS-6557
C.P. No. 6993

Annexure “C” to the Directors’ Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Focus areas:

Education and healthcare for the underprivileged, cancer detection camp for underprivileged women, sponsorships for education to street children and to orphan girls, environment management, Sewage treatment & waste management, conservation of water & energy, vermin composting, reduced greenhouse gas emissions etc.

CSR Objectives:

To attain its CSR objectives in a professional manner and integrated manner, the main objectives are:

- (1) To promote, carry out, support activities relating to:
Education and Training including in Science and Technology, Humanities etc; Healthcare; Welfare of Children, Women, Senior Citizens, and Differently Abled Persons; Employment enhancing Vocational skills; Sanitation; Water management; Agriculture; Horticulture; promotion of Culture; Art & Craft; Conservation of Natural Resources; Promotion and development of traditional Arts & Handicrafts; Employment Generation; Environment Sustainability; Science & Technology; Rural Development; Animal Welfare; welfare and development measures towards reducing inequalities faced by Socially and Economically Backward groups; and such activities may include establishing, supporting and/ or granting aid to institutions engaged in any of the activities referred to above.
- (2) To conduct and support studies & research; publish and support literature, publications & promotion material; conduct and support discussions, lectures, workshops & Seminar in any of the areas covered above.
- (3) To promote, carry out, support any activities covered in Schedule VII to the Companies Act, 2013, as amended from time to time.

Overview of projects or programs proposed to be undertaken:

The Company could not undertake any CSR related activities due to the losses suffered by the Company during the financial year 2015-16.

2. The Composition of the CSR Committee as on 31st March, 2016 is as follows:

Mr. Ravi Kiran Aggarwal	-	Member
Mr. Pujit Aggarwal	-	Member

3. Average net profit of the company for last three financial years:

(Rs. in Millions)

Financial Years	Net Profit/(Loss)
2015-16	(3458.69)
2014-15	(1024.46)
2013-14	(1489.29)
Average Net Profit	(1990.81)

4. Prescribed CSR Expenditure (2 % of the amount as in item 3 above):

Not Applicable (As Average Net Profit is Negative).

5. Details of CSR spent during the financial year :

NIL (As Average Net Profit is Negative)

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report :

The Company has not spent any money on CSR activities in view of the losses suffered by the Company during the financial year 2015-16

7. Responsibility statement:

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

For and on behalf of the Board of Directors

Place: Mumbai

Ravi Kiran Aggarwal

Dated: 30th November, 2016

**Chairman
(DIN: 00133401)**

Annexure “D” to the Directors’ Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and outgo:

(Pursuant to section 134(3)(m) of the Companies Act, 2013 r/w rule 8(3) of the Companies (Accounts) Rules, 2014

Particulars	UoM	Year Ended 31.03.2016	Year Ended 31.03.2015
A. Power and Fuel Consumption			
a) Purchase			
Unit	Unit	6,28,345	1,51,615
Total Amount	Rs.	1,04,58,880	28,34,178
Rate/ Unit	Rs.	17	19
b) Own generation (Through D.G. Set)			
1. Through D.G. Set			
Unit			
Diesel Oil Consumed	Ltr.	N.A.	N.A.
Total Amount	Rs.		
Avg. Per Ltr.	Rs.		
2. Furnace Oil			
Quantity	Ltr.	N.A.	N.A.
Total Amount	Rs.		
Avg. Per Ltr.	Rs.		
B. Consumption Per Mtr. of Production			
Production	Mtrs.	N.A.	N.A.
Electricity	Rs.		
Diesel Oil	Rs.		
Furnace Oil	Rs.		

Your Company consumes power to the extent required in its construction processes besides the utilization of power in administrative functions. Your Company is committed to the cause of energy conservation and takes effective steps to conserve energy wherever applicable and possible.

Conservation of Energy:

Energy conservation measures taken	N.A.
Additional investment and proposals, if any, being implemented for reduction of consumption	N.A.
Impact of the measure at (1) and (2) above for reduction of energy consumption and consequent impact on the cost of production of goods.	N.A.
Total energy consumption and energy consumption per unit of production is as under:	N.A.

Technology Absorption:

The Company does not need any technology for its existing business. The Company has not undertaken any Research & Development Activity during the financial year under review.

Foreign Exchange Earnings and Outgo:

Particulars	2015-16	2014-15
Foreign Exchange Outgo	Nil	Nil
Foreign Exchange Earned	Nil	Nil

Annexure “E” to the Directors’ Report

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

SL. No	Name (s) of the related party	Nature of relationship	Nature of contracts / arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NOT APPLICABLE									

2. Details of contracts or arrangements or transactions at Arm’s length basis.

SL. No	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or Arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Mr. Pujit Aggarwal	Managing Director & CEO	Payment of Rent for Office Premises under Leave and License Agreement.	From 1 st April 2015 to 31 st March 2016	Rs. 25,00,000/- Per month, plus Service Tax	28/02/2012	-

Annexure “F” to the Directors’ Report

Disclosure regarding Employee Stock Option Plan of the Company for the year ended 31st March, 2016

(A)	Options granted	0 out of scheme size of 24,00,000
(B)	Pricing Formula	Rs.10 per share
(C)	Options vested (Upto 31 st March 2016)	Nil
(D)	Options exercised (Upto 31 st March 2016)	Nil
(E)	Total number of shares arising as a result of exercise of options	Not applicable
(F)	Options lapsed (Upto 31 st March 2016)	3,38,759
(G)	Variation of terms during the year ended 31 st March 2016	Nil
(H)	Money realized by exercise of options	Nil
(I)	Total number of options in force (Upto 31 st March 2016)	9,08,041
(J)	Employee wise details of options granted during the year	Nil
1	Employees to whom options more than 1 % of issued capital granted during the year	Nil
(K)	Diluted EPS, pursuant to issue of shares on exercise of options	Rs. (30.35)
(L) 1	Method of calculation of employee compensation cost	Calculation is based on intrinsic value method.
2	Difference between the above and employee compensation cost that shall have been recognized if it had used the fair value of the options, inclusive of impact on surrender of Options under Orbit ESOS 2012	Employee compensation cost would have been higher by Rs.4,72,186/- had the Company used fair value method for accounting the options issued under ESOS.
3	Impact of this difference on Profits and on EPS of the Company, inclusive impact of Orbit ESOS 2009	Profits would have been lower by Rs.4,72,186/- and EPS would have been lower by Rs. 0.01, had the Company used fair value method of accounting the options issued under ESOS.
(M) 1	Weighted average exercise price	Rs. 10.00
2	Weighted average fair value of options based on Black Scholes methodology	Rs. 15.58
(N)	Significant assumptions used to estimate fair value of options including weighted average	
1	Risk free interest rate	8.77 %
2	Expected life	5.50
3	Expected volatility	77 %
4	Expected dividends	Not separately included, factored in volatility working
5	Closing market price of share on a date prior to date of Grant	N.A.

Annexure “G” to the Directors’ Report

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2016
 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
 Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I. REGISTRATION AND OTHERS DETAILS :		
i	CIN NO.	L72900MH2000PLC124729
ii	Registration Date	7 th March, 2000
iii	Name of the Company	Orbit Corporation Limited
iv	Category/sub category of the Company	Public Company/Limited by Shares
v	Address of the registered office and Contact details	The View, 165, Dr. Annie Besant Road, Worli, Mumbai - 400018 Ph. No. 022 3044 6910
vi	Whether Listed Company	Yes (National Stock Exchange of India Ltd. & BSE Ltd.)
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any.	Link Intime India Pvt. Ltd C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400078 Ph. No. 22 - 25963838

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10% or more of the total turnover of the company shall be stated:-			
Sl. No.	Name and Description of main Products/Services	NIC Code of The Product/ Service	% to total Turnover of the company
1.	Construction/Redevelopment of Properties/Buildings	99531129	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
Sl. NO.	Name & Address of the Companies	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Orbit Highcity Pvt. Ltd*	U45400MH2007PTC176925	Subsidiary	52.57	2(87)
2	Ahinsa Buildtech Pvt. Ltd*	U45202MH2008PTC177268	Subsidiary	85	2(87)
3	Orbit Habitat Pvt. Ltd*	U52100MH2008PTC179357	Subsidiary	100	2(87)
4	Orbit Residency Pvt. Ltd*	U45200MH2004PTC149147	Subsidiary	100	2(87)

*All the companies have their registered office at “The View, 165, Dr. Annie Besant Road, Worli, Mumbai – 400018”

IV. SHAREHOLDING PATTERN (Equity Shares Capital Breakup as Percentage of Total Share Capital)
(i) Category-Wise Shareholding

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 st April, 2015)				No. of Shares held at the end of the year (As on 31 st March, 2016)			
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A.	Promoters'								
1	(1) Indian								
(a)	Individual / HUF	2,68,96,730	0	2,68,96,730	23.60	2,47,28,501	0	2,47,28,501	21.70
(b)	Central Govt.	0	0	0	0.00	0	0	0	0
(c)	State Govt.(s)	0	0	0	0.00	0	0	0	0
(d)	Bodies Corp.	13,18,735	0	13,18,735	1.16	3,16,800	0	3,16,800	0.28
(e)	Banks / FI	0	0	0	0.00	0	0	0	0
	Sub-total (A)(1)	2,82,15,465	0	2,82,15,465	24.76	2,50,45,301	0	2,50,45,301	21.98
2	Foreign								
(a)	NRIs – Individuals	0	0	0	0.00	0	0	0	0.00
(b)	Other – Individuals	0	0	0	0.00	0	0	0	0.00
(c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00
(d)	Banks/ FI	0	0	0	0.00	0	0	0	0.00
(e)	Any Other....	0	0	0	0.00	0	0	0	0.00
	Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00
	Total shareholding of Promoter (A)= (A)(1)+(A)(2)	2,82,15,465	0	2,82,15,465	25	2,50,45,301	0	2,50,45,301	21.98
B.	Public Shareholding								
1	Institutions								
(a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00
(b)	Banks / FI	10,81,693	0	10,81,693	0.95	8,30,669	0	8,30,669	0.73
(c)	Central Govt.	0	0	0	0.00	0	0	0	0.00
(d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00

(e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00
(f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00
(g)	FIs	10	0	10	0.00	20,010	0	20,010	0.01
(h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00
(i)	Others (specify)	0	0	0	0.00	0	0	0	0.00
	Sub-total (B)(1)	10,81,703	0	10,81,703	0.95	8,50,679	0	8,50,679	0.74
2	Non-Institutions								
(a)	Bodies Corporates								
(i)	Indian	2,33,99,864	0	2,33,99,864	20.53	1,79,03,106	0	1,79,03,106	15.71
(ii)	Overseas	22	0	22	0.00	22	0	22	0.00
(b)	Individuals								
(i)	Individual shareholders holding nominal share capital upto Rs.2 lakh	2,90,98,618	15,813	2,91,14,431	25.55	3,66,69,296	16,813	3,66,86,109	32.19
(ii)	Individual shareholders holding nominal share capital in excess of Rs.2 lakh	2,78,78,141	53,750	2,79,31,891	24.51	2,69,49,719	53,750	2,70,03,469	23.70
(c)	Others (specify)								
(i)	NRI-Repatriation	11,96,020	2,61,600	14,57,620	1.28	14,58,671	2,61,600	17,20,271	1.51
(ii)	NRI-Non-Repatriation	1,56,427	0	1,56,427	0.14	2,43,186	0	2,43,186	0.21
(iii)	Clearing Member	25,83,467	0	25,83,467	2.27	22,21,323	0	22,21,323	1.95
(iv)	Foreign Portfolio Investment	20,000	0	20,000	0.02	0	0	0	0.00
(v)	Trust	1,000	0	1,000	0.00	1,000	0	1,000	0.00
(vi)	Hindu Undivided Family					22,87,424	0	22,87,424	2.01
	Sub-total(B)(2)	8,43,33,559	3,31,163	8,46,64,722	74.29	8,77,33,747	3,32,163	8,80,65,910	77.28
	Total Public Shareholding (B)=(B) (1)+(B) (2)	8,54,15,262	3,31,163	8,57,46,425	75.24	8,85,84,426	3,32,163	8,89,16,589	78.02

C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00
Grand Total (A+B+C)		11,36,30,727	3,31,163	11,39,61,890	100.00	11,36,29,727	3,32,163	11,39,61,890	100.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)			Shareholding at the end of the year (As on 31.03.2016)		
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares
1.	Ravi kiran Aggarwal	90,31,547	7.93	4.29	68,63,318	6.03	0.73
2	Pujit Aggarwal	1,69,25,965	14.85	14.02	1,69,25,965	14.85	93.92
3.	Rekha Aggarwal	11,466	0.01	0.00	11,466	0.01	0.00
4.	Dinesh Kiran Aggarwal	28,310	0.02	0.00	28,310	0.02	0.00
5.	Gunjan Aggarwal	8,56,442	0.75	0.00	8,56,442	0.75	0.00
6.	Renu Sharma	23,000	0.02	0.00	23,000	0.02	0.00
7.	Ravi Kiran Aggarwal (HUF)	20,000	0.02	0.00	20,000	0.02	0.00
8.	Emgee Foil Pvt. Ltd	13,18,735	1.16	1.14	3,16,800	0.28	0.00
	Total	2,82,15,465	24.76	19.45	25,045,301	21.98	64.49

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	RAVI KIRAN AGGARWAL	90,31,547	7.93			90,31,547	7.93%
	Invocation of pledged Shares			18/05/2015	-75000	8956547	7.86%
	Transfer			04/06/2015	-248065	8708482	7.64%
	Transfer			09/06/2015	-416857	8291625	7.28%
	Transfer			25/08/2015	-531451	7760174	6.81%
	Transfer			25/08/2015	-132799	7627375	6.69%
	Transfer			26/11/2015	-35000	7592375	6.66%
	Transfer			26/11/2015	-115000	7477375	6.56%
	Transfer			24/11/2015	-8000	7469375	6.55%
	Transfer			24/11/2015	-22000	7447375	6.53%
	Transfer			24/11/2015	-32409	7414966	6.51%
	Transfer			24/11/2015	-86591	7328375	6.43%
	Transfer			27/11/2015	-40000	7288375	6.40%
	Transfer			27/11/2015	-100000	7188375	6.31%
	Transfer			03/12/2015	-325057	6863318	6.03%
	AT THE END OF THE YEAR					6863318	6.03
2	PUJIT RAVIKIRAN AGGARWAL	1,69,25,965	14.85	No Change		1,69,25,965	14.85
	AT THE END OF THE YEAR					1,69,25,965	14.85
3	EMGEE FOILS PVT LTD	13,18,735	1.16			13,18,735	1.16%

	Transfer			18/05/2015	-380000	938735	0.82%
	Transfer			03/06/2015	-400000	538735	0.47%
	Transfer			04/06/2015	-221935	316800	0.28%
	AT THE END OF THE YEAR					3,16,800	0.28
4	GUNJAN AGGARWAL	8,56,442	0.75	No Change		8,56,442	0.75
	AT THE END OF THE YEAR					8,56,442	0.75
5	DINESH KIRAN AGGARWAL	28310	0.0248	No Change		28,310	0.0248
	AT THE END OF THE YEAR					28,310	0.0248
6	RENU VINOD SHARMA	23000	0.0202	No Change		23,000	0.0202
	AT THE END OF THE YEAR					23,000	0.0202
7	RAVI KIRAN AGGARWAL	20000	0.0175	No Change		20,000	0.0175
	AT THE END OF THE YEAR					20,000	0.0175
8	REKHA AGGARWAL	11466	0.0101	No Change		11,466	0.0101
	AT THE END OF THE YEAR					11,466	0.0101

(iv) **Shareholding Pattern of Top 10 Shareholders**
(Other than Directors /Promoters and Holders of ADRs and GDRs)

Sl. No.	Name of Shareholders *	Shareholding as at 01.04.2016	
		No. of shares	% of total shares of the company
1	Rahil Mercantile Private Limited	5200000	4.5629
2	GKS Trading Company Private Limited	1306328	1.1463
3	Starwar Comtrade Private Limited	1087225	0.9540
4	Ranjanben Shah	834589	0.7323
5	United India Insurance Company Limited	724269	0.6355
6	Shree Naman Developers Limited	630000	0.5528
7	Right Shopping Pvt. Ltd.	600000	0.5265
8	Kulin Shah	594070	0.5213
9	Manohar Phoolchand Kanungo	547357	0.4803
10	Jai-Vijay Resources Pvt. Ltd.	531417	0.4663

*The shares of the company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

(v) **Shareholding of Directors and Key Managerial Personnel :**

Sr No.	*Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	RAVI KIRAN AGGARWAL	90,31,547	7.93			90,31,547	7.93%
	Invocation of pledged Shares			18/05/2015	-75000	8956547	7.86%
	Transfer			04/06/2015	-248065	8708482	7.64%
	Transfer			09/06/2015	-416857	8291625	7.28%
	Transfer			25/08/2015	-531451	7760174	6.81%

	Transfer			25/08/2015	-132799	7627375	6.69%
	Transfer			26/11/2015	-35000	7592375	6.66%
	Transfer			26/11/2015	-115000	7477375	6.56%
	Transfer			24/11/2015	-8000	7469375	6.55%
	Transfer			24/11/2015	-22000	7447375	6.53%
	Transfer			24/11/2015	-32409	7414966	6.51%
	Transfer			24/11/2015	-86591	7328375	6.43%
	Transfer			27/11/2015	-40000	7288375	6.40%
	Transfer			27/11/2015	-100000	7188375	6.31%
	Transfer			03/12/2015	-325057	6863318	6.03%
	AT THE END OF THE YEAR					6863318	6.03
2	PUJIT RAVIKIRAN AGGARWAL	1,69,25,965	14.85	No Change		1,69,25,965	14.85
	AT THE END OF THE YEAR					1,69,25,965	14.85

* None of the Directors or KMPs other than the above held shares of the Company.

v. INDEBTEDNESS
(Indebtedness of the Company including interest outstanding / accrued but not due for payment)

(In Rupees)

		Secured Loans (Excluding Deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i.	Principal Amount	6,752,391,299	1,484,838,281	-	8,237,229,580
ii.	Interest due but not paid	2,512,827,769	113,679,992	-	2,626,507,761
iii.	Interest accrued but not due			-	
	Total (i+ii+iii)	9,265,219,068	1,598,518,273	-	10,863,737,341
Change in Indebtedness during the financial year					
	Addition	6,48,103,010	320,233,313	-	968,336,323
	Reduction	1,22,609,430	473,715,678	-	596,325,108
Net Change					
Indebtedness at the end of the financial year					
i.	Principal Amount	7,277,884,879	1,331,355,918	-	8,609,240,797
ii.	Interest due butnot paid	3,694,150,678	121,229,014	-	3,815,379,692
iii.	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	10,972,035,557	1,452,584,932	-	12,424,620,489

VI. REMUNERATION OF DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL**A. Remuneration of Managing Director/Whole Time Director or Manager :**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Ravi Kiran Aggarwal	Mr. Pujit Aggarwal	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	48,00,000	48,00,000	96,00,000
(b)	Value of perquisites u/s. 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	48,00,000	48,00,000	96,00,000

B. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Mr. Abdul Sattar	Ms. Sakina Mamaji	Mr. Naresh Shah	Mr. Rahul Kapoor	
1.	Independent Directors					
(a)	Fee for attending board/ committee meetings	2,16,000	-	1,62,000	1,44,000	5,22,000
(b)	Commission	-	-	-	-	-
(c)	Others, please specify	-	-	-	-	-
	Total (1)	2,16,000	-	1,62,000	1,44,000	5,22,000
2	Other Non -Executive Directors	-	-	-	-	-
(a)	Fee for attending board/ committee meetings	-	-	-	-	-
(b)	Commission	-	-	-	-	-
(c)	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (1) + (2)	2,16,000	-	1,62,000	1,44,000	5,22,000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		Company Secretary			CFO	
		Mr. Manoj Jain	Mr. Anurag Srivastav	Mr. Ronak Kalathiya	Mr.Dinesh Bhalotia	
1	Gross salary	1,43,188	5,55,777	1,02,933	13,41,100	
(a)	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961					
(b)	Value of perquisites u/s. 17(2) Income-tax Act, 1961	-		-	-	
(c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-		-	-	
2	Stock Option	-		-	-	
3	Sweat Equity	-		-	-	
4	Commission	-		-	-	
	- as % of profit	-		-	-	
	- others, specify	-		-	-	
5	Others, please specify	-		-	-	
	Total (A)					

vii. PENALTIES/ PUNISHMENT /COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment /Compounding fee imposed	Authority (RD/NCLT/Court)	Appeal made, if any (give details)
A. Company	-	-	-	-	-
Penalties	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors	-	-	-	-	-
Penalties	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other officer in default	-	-	-	-	-
Penalties	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure “H” to the Directors’ Report

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year 2015-16 is as follows:

Name of Director	Ratio of remuneration of Director to the Median remuneration
Mr. Ravi Kiran Aggarwal	22.81 : 1
Mr. Pujit Aggarwal	22.81 : 1

Notes:

Median remuneration of the Company for all employees (180 employees) including employees employed for part of the year is Rs.1,90,540 for the financial year 2015-16.

B. Details of percentage increase in the remuneration paid to each Director, CFO and Company Secretary in the financial year 2015-16 are as follows:

Name	Designation	Remuneration (Rs.)		(% Increase)
		2015 – 16	2014 - 15	
Mr. Ravi Kiran Aggarwal	Chairman & WTD	48,00,000	48,00,000	NIL
Mr. Pujit Aggarwal	CEO & MD	48,00,000	48,00,000	NIL
Mr. Abdul Mohammad Sattar *	Independent Director	2,16,000	2,80,000	NA
Mr. Naresh Shah (w.e.f. 27.05.2015)*	Independent Director	1,62,000	NA	NA
Mr. Rahul Kapoor(w.e.f. 27.05.2015)*	Independent Director	1,44,000	NA	NA
Ms. Sakina Mamaji (w.e.f. 12.02.2016*)	Independent Director	0	NA	NA
Mr. Ronak Kalathiya (w.e.f. 01.03.2016)	Company Secretary	1,02,888	NA	NA
Mr. Anurag Srivastav	Company Secretary	5,55,777	NA	NA
Mr. Manoj Jain (w.e.f. 09.03.2015 to 08.05.2015)@	Company Secretary	1,43,18	91,802	NA
Mr. Manoj Raichandani (w.e.f.07.07.2014to 23.02.2015)@	Chief Financial Officer	3,38,310	22,25,807	NA
Ms. Smita Pramanik (w.e.f.24.02.2015to 30.05.2015)@	Chief Accounts Officer	3,76,164	1,64,057	NA
Mr. Dinesh Bhalotia (w.e.f.09.11.2015)	Chief Financial Officer	13,41,100	NA	NA

* Remuneration of these directors consists only of Sitting Fees paid to them for attending meetings during the financial year 2015-16, hence not considered for the above purpose.

@ These KMPs were employed for part of the financial year 2014 - 15, hence not considered for the above purpose.

C. Percentage increase in the median remuneration of all employees in the financial year 2015-16:

	2015 - 16 (Rs.)	2014 - 15 (Rs.)	(%) Increase/Decrease
Median remuneration of all employees per annum	2,08,900	2,30,704	-9.45

The median remuneration for each year has been arrived at considering the remuneration of all employees employed during the year 2015-16 (Total employees - 180) and 2014-15 (Total employees - 261) which include employees employed for part of the respective years.

D. Number of permanent employees on the rolls of the Company as on 31st March, 2016 was 180.

E. Explanation on the relationship between average increase in remuneration and Company Performance:

In view of the loss suffered by the Company during the year, there has not been any increase in the remuneration of employees in the financial year 2015-16 except for few low cadre employees such as office assistants, drivers & security guards at an average increase of 8.5% with a philosophy of giving them minimum inflationary increase.

F. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Apart from the remuneration of Executive Directors, there has not been any increase in the remuneration of any other Key Managerial Personnel during the financial year 2015-16. However, In view of the loss suffered by the Company during the year, the executive directors have not been paid the increased remuneration, notwithstanding the said increase was approved by the Shareholders in the in the last Annual General Meeting.

G. Details of Share price and market capitalisation:

The details of variation in the market capitalisation and price earnings ratio at the closing date of the current and previous financial years and percentage increase over/ decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer are as under;

	As on 31st March, 2016	As on 31st March, 2015
Market Capitalization (Rs. in Million)	660	1362
Price Earnings Ratio	-0.19	-1.34
% Increase Over/Decrease in Market Quotation*	-94.74	-89.12

*The Company had come out with initial public offer (IPO) in 2007 with issue price of Rs. 110 per share. Market Price per Share as on 31.03.2016 was Rs.5.79 whereas Market Price per share as on 31.03.2015 was Rs. 11.95.

H. Comparison of average percentage increase in salary of all employees and the percentage increase in salary of Key Managerial Personnel:

In view of the loss suffered by the Company during the year, there has not been any increase in the remuneration of employees including the Key Managerial Personnel in the financial year 2015-16 except for few low cadre employees such as office assistants, drivers & security guards at an average increase of 8.5% with a philosophy of giving them minimum inflationary increase.

I. Key parameters for any variable component of remuneration availed by the Directors:

Notwithstanding the increase in remunerations of Executive Directors including *inter-alia* commission of 4% on net profit of the Company, which was approved by the Shareholders in the last Annual General Meeting, the directors have received remuneration only as per the rates prevailing prior to such increase and no variable component has been paid to them during the financial year.

J. The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

There was no employee in the Company who received remuneration in excess of the highest paid Director of the Company.

K. Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company.

Annexure “I” to the Directors’ Report

Statement of particulars of employees pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration) Rules 2014 and forming part of Directors’ Report for the year ended 31st March 2016

A. Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rs. 60 Lacs per annum.

S l. N o.	Name of Employee	A g e	Design ation	Qualific ation	Experie nce (In years)	Remuner ation Received	Date of commence ment of Employe ment	Last Employment		% of Equit y Share s held by emplo yee in the Comp any	Relati on with Direct or/ Mana ger of the Comp any
								Name of the Emplo yer	Posit ion Held		
NOT APPLICABLE											

B. Employed for a part of the financial year, was in receipt of remuneration for any part the year, at a rate which, in the aggregate, was not less than Rs. 5 Lacs per month;

S l. N o.	Name of Employee	A g e	Design ation	Qualific ation	Experie nce (In years)	Remuner ation Received (Rs.)	Date of commence ment of Employe ment	Last Employment		% of Equit y Share s held by emplo yee in the Comp any	Relati on with Direct or/ Mana ger of the Comp any
								Name of the Emplo yer	Posit ion Held		
NOT APPLICABLE											

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS ENVIRONMENT

Indian Economy and Industry Status

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture.

The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 per cent to the country's Gross Domestic Product (GDP). Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.1 billion in the period April 2000-June 2015.

REAL ESTATE SCENARIO - MUMBAI

Mumbai real estate is the most volatile real estate market. Apartments that used to cost 2 crores in 2008 are now selling in excess of 7 crores. More than 300% appreciation in 7 years. This kind of appreciation has been unheard off. On the other hand, even the slightest doubt of uncertainty brings entire system to a complete standstill.

Mumbai is the best city in India for commercial real estate investment, with returns of 12-19 per cent likely in the next five years, followed by Bengaluru and Delhi-National Capital Region (NCR).

Mumbai's commercial relevance has been a key driver for the real estate industry.

Projects nearing completion (3 to 6 months) or completed (with all approvals) will sell quickly. Projects that are currently under construction that have all the approvals will sell but at a slow pace. Resale properties that are in the market will get absorbed as long as they are priced correct. Mumbai real estate will get absorbed at discounted prices. It is a buyer's market right now and will continue to be so till 2016.

BUSINESS OVERVIEW AND OPERATING PERFORMANCE

Orbit Corporation Ltd. is engaged in the business of real estate development in Mumbai Metropolitan Region (MMR), with significant operations in the Island City of Mumbai. We target the premium realty market in Mumbai on the strength of our brand and project execution skills, providing international quality to our customers.

Our customers are from the higher strata of the society and comprise of High Net-worth Individuals and Eminent Personalities from Corporate Houses. Our business model is primarily driven by redevelopment of cessed and dilapidated buildings in the Island City of Mumbai.

We believe that the demand in areas of our operation is inelastic to price, but at the same time we constantly strive to deliver value to our customers by providing them with innovative and premium housing solutions thereby helping us differentiate our product offerings.

KEY PROJECTS

Orbit's projects portfolio, consists of luxury residential apartments being developed in South Mumbai, South Central Mumbai and suburban areas.

South Mumbai

Orbit commands the highest market share in terms of area under development in premium locations such as Napeansea Road, Malabar Hill, Kemps Corner. These projects are ultra-luxury projects with unmatched values of Quality Luxury and Neighbourhood in South Mumbai.

Orbit has delivered two award winning projects at Napeansea Road, viz. Villa Orb and Orbit Arya. It has also executed projects like Shivam and Orbit Heights in neighbouring area.

Orbit Haven, another ultra luxury project in the same area is in an advanced stage of construction. Villa Orb Annexe is at an initial stage of development under this category.

Orbit has super luxury projects at Prarthana Samaj, Babulnath, NanaChowk and Gamdevi which provides with modern features in true sense. Orbit Enclave is at an advance stage of construction.

We have a strong future pipeline of projects in South Mumbai and we will continue evaluating various proposals for redevelopments in these localities and identify opportunities for value creation for our shareholders while delivering exquisite residential solutions to our customers.

South Central Mumbai

We have two ongoing luxury projects in the Business District, Lower Parel viz. Orbit Terraces and Orbit Grand. Construction at Orbit Terrace is expected to re-start soon. Another project namely, Orbit Eternia has been delivered in the year 2012.

We are planning to exits few of our investments at Lalbaug and will launch the balance in a phased manner in due course.

Mumbai Suburbs

As part of extension of the Company's strategy to leverage its brand value in the premium mid-segment residential market, we have initiated projects in the Mumbai suburban areas like Andheri and Bandra Kurla Complex (BKC). Orbit Residency Park in Sakinaka, Andheri, (being executed by our Subsidiary Ahinsa Buildtech Pvt. Ltd).

OPERATING PERFORMANCE

Sales (Volume & Value)

No new projects were launched during the year under review in view of the uncertainty pertaining to DCR guidelines. We have slowed down the pace of execution of the ongoing projects, which in turn affected our revenue recognition. In view of revision in the DCR, the approvals have started flowing in the system. However it is yet to gain momentum.

Financial Highlights

Profitability

Financial year 2015-16 saw further abnormal dip, as compared to previous, in revenues due to reasons explained above viz. activity was meager in view of new DCR regulations and slow approvals, no new launches of projects, higher input / finance cost aggravated the problems and relatively lower sales prices coupled with abnormal events in the form of revenue write offs affected the EBIDTA / PAT margins substantially.

Particulars	UoM	FY16	FY15
Total Income	Mn	128	1,411
EBIDTA	Mn	(1,779)	1,003
EBIDTA Margin	%	(1,389)	71
Profit Before Tax	Mn	(3,623)	(808)
PAT (attributable to OCL)	Mn	(3,591)	(1,023)
PAT Margin	%	(2,803)	(73)

SEGMENT REPORTING

The Company's business activities fall within single segment, viz. real estate and redevelopment and predominantly operates in domestic market. Accordingly, disclosure requirements under Accounting Standard (AS) 17 segment reporting, is not applicable.

RISK & CONCERNS

The recent unprecedented recession has resulted in major long term distress across the real estate industry, and has had severe implications for owners, developers, managers and investors alike. Environmental and construction exposures, catastrophic modeling, stricter lender requirements, and complex requirements involving distressed banks are just some of the issues facing the real estate industry.

Such risks and uncertainties include, but are not limited to our ability to manage growth, competition, attracting and retaining skilled professionals, time and cost overruns, regulatory approvals, market risks, domestic and international economic conditions, changes in laws governing the Company including the tax regimes and exchange control regulations.

Internal Control Systems

Orbit has a team of professionals including Chartered Accountants, Company Secretary, and Lawyers, to ensure systems in place as per applicable laws and regulations. The Audit Committee and the Board of Directors review the internal control system. A dedicated team of professionals ensure compliances are adhered to by employees, contractors, suppliers, vendors, and any other person connected to the project operations. Orbit implements a culture of continuous improvement, sponsored by top management and supported by technology excellence and innovation. The Company has an efficient system of internal controls for achieving the following business objectives of the Company:

- Efficiency of operations by implementation of SAP application in business processes
- Protection of resources
- Accuracy and promptness of financial reporting
- Compliance with the laid down policies and procedures
- Compliance with various laws and regulations

OUTLOOK AND FORWARD LOOKING STATEMENT

India's real estate sector has been witnessing weakness in sales momentum, rising inventory and debt levels for the last three years. The year 2016 would be a combination of beneficial turns in terms of interest rates cycles, and various steps being taken by new government to boost economy in the country. The year would be introduction of the New Development Plan for Mumbai and the proposed Real Estate Bill. This will have a positive impact on the customer and investor sentiment leading to far enhanced demand atmosphere. Economists expect India's GDP growth in the range of 7.0%-7.5% for FY 2016. Your company will continue to focus to deliver high quality projects in the times to come.

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. Readers are advised that this discussion may contain “Forward-Looking Statements” by Orbit Corporation Limited (the Company) that is not historical in nature. These forward-looking statements, which may include statements relating to future results of operations, financial conditions, business prospects and projects etc, are based on the current assumptions, estimates, expectations about the business, industry and markets in which your Company operates. These statements do not guarantee any future performance and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond Company’s control and difficult to predict, that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements. Such statements are not and should not be construed as a representation of future performance or achievements of the Company nor be regarded as a projection of future performance of the Company.

It should be noted that the actual performance or achievements of the Company may vary significantly from such statements and the Company takes no responsibility for any consequences of decisions made which are based on such statements and also holds no obligation to update these in the future. This report should be read in conjunction with the financial statements included herein and the notes thereto.

Human Resource Development and Industrial Relations:

The Company continued the welfare activities for the employees, which include Medical Care, Group Insurance, and Canteen Facility. To enrich the skills of employees and enrich their experience, the Company arranges, Practical Training Courses by Internal and External Faculty.

The Company has constituted an Internal Complaint Committee (ICC) in pursuant to the provisions of Companies Act, 2013 for prevention, prohibition and redressal of complaints / grievances on the sexual harassment of women at work places.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has complied in all material respects with the requirements specified in the Listing Agreement with the Stock Exchanges.

Appropriate Governance Structure with defined roles and responsibilities:

The company has put in place an integral governance structure with defined roles and responsibilities of every constituents of system. The company's shareholders appoint the Board which in turn govern the company. The Board has established various committees to discharge its responsibilities in an effective manner. The Chairman & Executive Director and the Managing Director & CEO of the Company provide overall direction and guidance to the Board.

Board Leadership :

The Board is comprised with one third executive directors and two third non-executive independent directors. The enlighten Board consisting of executive and independent directors help in creating Board culture and quality governance. The company has defined guidelines and an established framework for the meetings of the Board and Committees. These guidelines help in better decisions making process at the meetings of Board and Committees.

Ethics/Governance Policies:

At Orbit, we try to conduct our business and strengthen our relationship in a manner that is dignified, distinctive and responsible. We follow the ethical standard to the optimum level to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. We have adopted various codes and policies to carry out our duties in an ethical manner. Following are the polices and codes adopted by the company:

- Code of conduct
- Code of conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of related Party Transactions and on Dealing with Related Party Transactions
- Remuneration Policy for Directors, Key Managerial Personnel and other employees
- Policy for Determining Material Subsidiaries
- Policy on Related Party Transaction
- Corporate Social Responsibility Policy
- Risk Management Policy
- Policy Against Sexual Harassment at Workplace
- Policy on Board Diversity

Observance of Secretarial Standards issued by the Institute of Company Secretaries of India:

The company has geared up to comply with the Secretarial Standards SS-1 and SS-2 issued by the Institute of Company Secretaries of India and made applicable to the company effective from 1st July, 2015. The company in its endeavour try to adopt and practice other Secretarial Standards and Guidelines issued by the Institute for better corporate governance.

2. BOARD OF DIRECTORS

The meetings of the Board of Directors are scheduled well in advance and generally held at Mumbai. The notice convening the meeting and the detailed agenda is sent at least seven days in advance to all the Directors. The Board meets at least once a quarter to review the quarterly performance and financial results.

During the Financial Year 2015-16, 4 Board Meetings were held on 30th May 2015, 14th August 2015, 2nd November 2015 and 12th February 2016.

Details of composition of the Board, category, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), number of other Directorships and Committee Memberships as on 31st March, 2016 are given below:

Sr. No.	Name	DIN No.	Category	No. of Board Meetings attended	Attendance at last AGM	No. of Directorships held in other Companies*	No. of Committee positions held across all companies**	
							Memberships	Chairmanships
1	Mr. Ravi Kiran Aggarwal	00133401	Chairman & Executive Director	3	Yes	1	1	-
2	Mr. Pujit Aggarwal	00133373	Managing Director & CEO	4	Yes	1	1	-
3	Ms. Urvashi Saxena	02021303	Independent Director	0	No	2	-	-
4	Mr. Abdul Mohammad Sattar	06656299	Independent Director	4	No	-	1	2
5	Mr. Naresh Maganlal Shah	02285870	Independent Director	4	Yes	-	2	1
6	Mr. Rahul Kapoor	05138320	Independent Director	3	Yes	-	3	-
7	Mr. Sanjay Phadke	07111186	Nominee Director	1	Yes	-	-	-
8	Ms. Sakina Mamaji	03310731	Independent Director	1	No	-	-	-

Note :

* Including Directorships held in Private Limited Companies, Section 8 Companies (as per Companies Act, 2013), Alternate Directorships.

** Positions in Audit Committee and Stakeholders Relationship Committee only.

Ms. Urvashi Saxena resigned from directorship w.e.f. 2nd November, 2015.

Mr. Sanjay Phadke resigned from directorship w.e.f. 29th January, 2016.

Mr. Naresh Maganlal Shah was appointed as Independent Director w.e.f. 27th May, 2015.

Mr. Rahul Kapoor was appointed as Independent Director w.e.f. 27th May, 2015.

Ms. Sakina Mamaji was appointed as Independent Director w.e.f. 12th February, 2016.

Relationship between Directors inter-se:

Except as disclosed below, no Director of the Company is related to any other Director on the Board in terms of the meaning of the term 'relative' given under the Companies Act, 2013:

- i. Mr. Pujit Aggarwal is the son of Mr. Ravi Kiran Aggarwal

Meeting of Independent Directors Meeting:

The Independent Directors hold their informal meetings prior the commencement of Board Meetings and hold brief discussion amongst them on agenda items in which non-independent Directors and members of the management are not present. They also discuss matters relating to the performance of the non-independent Directors, the board as a whole and Chairman and also the flow of information to the members of the board.

Code of Conduct :

The company has in place a comprehensive Code of Conduct applicable to all the employees and on Executive Directors including Independent Directors. The code is applicable to Non- Executive Directors including Independent Directors to such an extent as may be applicable to them depending on their roles and responsibilities. The code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the website of the company www.orbitcorp.com. The code is circulated to the Directors and management personnel and its compliance is affirmed by them annually.

3. AUDIT COMMITTEE

The Audit Committee of the Board is constituted in line with the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The powers and terms of reference of the Committee are as specified in Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the financial year 2015-16, 4 meetings of the Committee were held on 30th May 2015, 14th August 2015, 02th November 2015 and 12th February 2016.

Details of composition of the Committee and attendance of the members at the meetings are given below:

Sr. No.	Name	Designation	Category	No. of Meetings attended
1	Mr. Naresh Shah	Chairman	Independent	4
2	Mr. Ravi Kiran Aggarwal	Member	Executive	3
3	Mr. Abdul Sattar	Member	Independent	4
4	Mr. Rahul Kapoor	Member	Independent	3

4. HUMAN RESOURCES, NOMINATION AND REMUNERATION COMMITTEE

A. Composition, Terms of reference, Meetings and Attendance

In Compliance with section 178 of the Companies Act, 2013 the Board has renamed the existing "Remuneration Committee" as "Human Resources, Nomination and Remuneration Committee".

The terms of reference of "Human Resources, Nomination and Remuneration Committee" include making recommendations on matters related to remuneration of Directors and Senior Management, review of performance-based remuneration with reference to corporate goals and objectives, frame policy and review the process of succession planning at key levels in the Company and other related matters.

During the financial year 2015-16, 4 meetings of the Committee were held on 30th May 2015, 14th August 2015, 02th November 2015 and 12th February 2016.

Details of composition of the Committee and attendance of the members at the meetings are given below:

Sr. No.	Name	Designation	Category	No. of Meetings attended
1	Mr. Abdul Mohammad Sattar	Chairman	Independent	4
2	Mr. Naresh Shah	Member	Independent	4
3	Mr. Rahul Kapoor	Member	Independent	3

Remuneration Policy

Remuneration policy of the Company is directed towards time commitment and responsibilities of the Directors, desirability of performance-based remuneration and salaries paid by comparable companies. The current remuneration policy adopted by Nomination and Remuneration committee takes care of selection of Directors on the board and have a defined criteria for determining their remuneration. The ultimate objective of formulating and adopting remuneration policy is to provide best talent to the board with market competitive total reward opportunity.

The remuneration policy has defined criteria for identifying, screening, recruiting and recommending candidates for election as an Executive or Non-executive Director on the Board.

The major criteria for the appointment to the board are as follows:

1. Qualification, Expertise and Experience in specific areas of business.
2. Diversity of the board having expertise in the field of Manufacturing, Marketing, Finance and Taxation, Law, Governance and General Management.
3. Composition of the board with optimal balance of Executive and Non-Executive Directors consistent with the requirements of law .

The major criteria for the reward / remuneration are as follows :

1. Transparent, fair and consistent reward framework.
2. Relationship of reward with performance.
3. Competitive and reasonable level of remuneration to attract, retain and motivate best talent on board.

B. Remuneration of Directors

Details of Remuneration/ Sitting fees paid to all the Directors of the Company during the financial year ended 31st March 2016 is given below:

Sr. No.	Name	Salary * (Rs.)	Commis sion Payable (Rs.)	Perqui sites (Rs.)	Sitting Fee (Rs.)	Total (Rs.)	Tenure (No. of years)	No. of Shares held as on 31 st March, 2016
1	Mr. Ravi Kiran Aggarwal	48,00,000	-	-	-	48,00,000	3 years contract	68,83,318
2	Mr. Pujit Aggarwal	48,00,000	-	-	-	48,00,000	3 years contract	1,69,25,965
3	Ms. Urvashi Saxena	-	-	-	1,00,000	1,00,000	*	-
4	Mr. Abdul Mohammad Sattar	-	-	-	2,16,000	2,16,000	5 years contract	-
5	Mr. Naresh Maganlal Shah	-	-	-	1,62,000	1,62,000	5 years contract	-
6	Mr. Rahul Kapoor	-	-	-	1,44,000	1,44,000	5 years contract	-
7	Mr. Sanjay Phadke	-	-	-	-	-	**	-
8	Ms. Sakina Mamaji	-	-	-	-	-	5 years contract	-

Note:

- The Non-Executive Directors did not have pecuniary relationships or transactions vis-à-vis the Company.
- The Company has not granted any Stock option to any of its Non-Executive Directors.

- No commission has been paid to any Non-Executive Director for the year ended 31st March, 2016.
- *Ms.Urvashi Saxena resigned from directorship w.e.f. 2nd November, 2015.
- **Mr. Sanjay Phadke resigned from directorship w.e.f. 29th January, 2016.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In Compliance with the provision of section 178 of the Companies Act, 2013 and Listing Agreement, the Board has renamed the existing "Shareholder's /Investors Grievance Committee" as the "Stakeholders' Relationship Committee".

The Terms of reference of the Committee include redressal of shareholders'/investors' grievance such as non-receipt of shares sent for transfer, non-receipt of declared dividends, non-receipt of Annual Reports, requests for the dematerialization and re-materialization of shares, overseeing performance of Registrars & Transfer Agents (RTA), etc.

The Company and the RTA have attended to all the shareholders'/investors' grievances/correspondences generally within a period of 15 days from the date of receipt. There were no complaints/queries pending for reply as on 31st March, 2016.

During the year 2015-16, the Stakeholders Relationship Committee of your Company met 4 times on 30th May 2015, 14th August 2015, 2nd November 2015 and 12th February 2016.

Details of composition of the Stakeholders Relationship Committee, meetings and attendance are given below:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Abdul Mohammad Sattar	Member	Independent	4
Mr. Ravi Kiran Aggarwal	Member	Executive	3
Mr. Pujit Aggarwal	Member	Executive	4
Mr. Rahul Kapoor	Member	Independent	3

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Composition of the CSR Committee is as follows:

Mr. Abdul Mohammad Sattar	-	Chairman
Mr. Ravi Kiran Aggarwal	-	Member
Mr. Pujit Aggarwal	-	Member

The CSR Committee will ;

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in schedule VII.
- Recommend the amount of the expenditure to be incurred on the activities referred to in clause (i) above; and
- Monitor the CSR policy of the Company from time to time.

No meeting of the CSR committee was held during the year under review.

7. RISK MANAGEMENT COMMITTEE

The Company has constituted Risk Management Committee with following members:

Mr. Ravi Kiran Aggarwal	-	Chairman
Mr. Pujit Aggarwal	-	Member

The committee's prime responsibility is to implement and monitor the risk management plan and policy of the company.

Role and responsibilities of the Committee includes the following:

- Framing risk management plan and policy of the company
- Overseeing implementation of risk management plan and policy
- Validating the process of risk management
- Periodically reviewing and evaluating the risk management policy and practices with respect to risk assessment and risk management processes
- Performing such other functions as may be necessary or appropriate for the performance of its oversight function

8. GENERAL BODY MEETINGS

Details of location, date and time of the Annual General Meetings held during the last three years are given below:

Financial Year	Date & Time of Meeting	Location of the Meeting	Special Resolutions Passed
2014-15	26 th December, 2015 at 11.30 a.m.	M.C. Ghia Hall, 4 th Floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Kala Ghoda, Mumbai –400001	<p>a) Re-appointment of Mr. Ravi Kiran Aggarwal as Chairman and Executive Director of the Company and approval of revised Managerial Remuneration payable to him.</p> <p>b) Re-appointment of Mr. Pujit Aggarwal as Managing Director and CEO of the Company and approval of revised Managerial Remuneration payable to him.</p> <p>c) Authorisation for raising of additional long term fund through further issuance of securities.</p>
2013-14	27 th December, 2014 at 10.00 A.M.	M.C. Ghia Hall, 2 nd Floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Kala Ghoda, Mumbai –400001	<p>a) Approval for revised managerial remuneration payable to Mr. Ravi kiran Aggarwal.</p> <p>b) Approval for revised managerial remuneration payable to Mr. Pujit Aggarwal.</p> <p>c) Approval for Increase in borrowing power of the Board pursuant to provision of 180(1)(c) of Companies Act, 2013.</p> <p>d) Authorisation to Board including any committee of the Board to Create Charge and/or mortgage on properties/undertakings of the Company pursuant to section 180(1)(a) of the Companies Act, 2013</p>

2012-13	24 th September, 2013 at 4.00 P.M.	M.C. Ghia Hall, 2 nd Floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Kala Ghoda, Mumbai – 400 001	a) Amendment/ modifications to the Quantity of options to be granted under “Orbit ESOS 2012”. b) Authorisation to Board of Directors to amend/modify quantity of options that may be granted to the Employees/ Directors of the Subsidiary Companies under “Orbit ESOS 2012”.
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- No special resolution was passed through postal ballot last year.
- There is no immediate proposal for passing any special resolution through postal ballot.

9. DISCLOSURES

Related Party Transactions

The Company has not entered into any transaction of material nature with its promoters, directors, management and their relatives. The disclosure with respect to the related party transactions is set out in the Notes to Accounts. None of these transactions are likely to have a potential conflict with the interest of the Company and are being carried out at an arm's length basis at fair market value. The details of all significant transactions with related parties are periodically placed before the Audit Committee.

Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India as applicable.

Secretarial Audit Report

For enhanced corporate governance, Secretarial Audit Report given by M/s Nishant Jawa & Associates, Practising Company Secretaries for the financial year ended 31st March, 2016 also forms part of the Annual Report.

Certificate under Regulation 40(9) & (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations

As per the provisions of Regulation 40(9) & (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has obtained Secretarial Compliance Certificate on half yearly basis from Practising Company Secretaries to the effect that all transfer of shares are effected within stipulated time. This is also filed with the National Stock Exchange of India Limited and BSE Limited within prescribed time limit.

Stock Exchange / SEBI Compliances

The Company has complied with all requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI. No penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authority on any matter relating to capital markets during the last 3 years.

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee.

10. MEANS OF COMMUNICATION

Quarterly Results - The quarterly results of the Company are published in One English Daily Newspaper and one daily newspaper published in the language of the region.

Annual Report - Annual Report containing Audited Annual Financial Statements, Auditors' Report, Directors' Report, Management Discussion and Analysis, Report on Corporate Governance and other General information for Shareholders is circulated to members and others entitled thereto.

Website of the Company - www.orbitcorp.com

11. GENERAL INFORMATION FOR SHAREHOLDERS

Annual General Meeting

Day and Date	Friday, 30 th December, 2016
Time	10.30 a.m.
Venue	M.C. Ghia Hall, 2nd Floor, BhogilalHargovindas Building, 18/20 K. DubashMarg, Kala Ghoda, Mumbai – 400 001

Financial Year: 1st April, 2015 to 31st March, 2016

Date of Book Closure: 23/12/2016 to 29/12/2016 (both days inclusive)

Listing of Shares on Stock Exchanges:

The equity shares of the Company are listed on BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE). The Annual Listing fee for the financial year 2016-17 has been paid to BSE & NSE.

Stock Codes:

Name of the Stock Exchange	Stock Code
BSE	532837
NSE	ORBITCORP

Market Price Data:

Share prices during the financial year 2015-16 at NSE and BSE for one equity share of 10/- each were as under:

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-15	14.45	11.4	6,23,61,312	14.45	11.05	1,81,54,012
May-15	12.51	10.6	2,78,70,094	12.60	10.60	82,64,136
Jun-15	11.5	7.11	3,42,34,618	11.50	7.10	96,65,289
Jul-15	9.62	7.51	2,29,52,960	9.70	7.50	65,51,418
Aug-15	8.98	5.07	1,72,51,972	9.00	5.10	64,36,296
Sep-15	6.6	5.5	87,28,060	6.70	5.55	36,09,809
Oct-15	8.15	6.3	1,06,42,698	8.15	6.25	49,25,243
Nov-15	7.84	6.49	87,07,494	7.85	6.45	41,72,373
Dec-15	8.13	6.65	1,04,87,437	8.10	6.70	50,61,271
Jan-16	9.45	6.25	2,32,83,502	9.50	6.30	82,29,374
Feb-16	7.19	5.4	50,51,803	7.15	5.30	24,19,642

Mar-16	6.45	5.35	1,04,86,829	6.30	5.40	37,49,657
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Stock Performance

The performance of the Company's shares in comparison to BSE sensex:

Month	OCL Price at BSE		BSE Sensex	
	High	Low	High	Low
Apr-15	14.45	11.4	29094.61	26897.54
May-15	12.51	10.6	28071.16	26423.99
Jun-15	11.5	7.11	27968.75	26307.07
Jul-15	9.62	7.51	28578.33	27416.39
Aug-15	8.98	5.07	28417.59	25298.42
Sep-15	6.6	5.5	26471.82	24833.54
Oct-15	8.15	6.3	27618.14	26168.71
Nov-15	7.84	6.49	26824.3	25451.42
Dec-15	8.13	6.65	26256.42	24867.73
Jan-16	9.45	6.25	26197.27	23839.76
Feb-16	7.19	5.4	25002.32	22494.61
Mar-16	6.45	5.35	25479.62	23133.18

Registrar & Transfer Agent

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Road, Bhandup (West),
Mumbai – 400 078.
Tel : +9122-25963838
Website : www.linkintime.co.in

Share Transfer System

The application for transfer of shares held in physical form is received at the office of the Registrar and Share Transfer Agents of the Company. Share transfers which are received in physical form are processed and the share certificates duly transferred are returned generally within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. No physical transfer application was received during the year.

Distribution of Shareholding as on 31st March, 2016

Shareholding of shares	Shareholders		No of Shares	
	No. of Shareholders	%age of Total Shareholders	No. of Shares	% of total No. of Shares
1 – 500	36461	71.2630	58,93,944	5.1719
501 – 1000	6288	12.2899	53,43,433	4.6888
1001 – 2000	3715	7.2610	59,08,111	5.1843
2001 – 3000	1370	2.6777	36,00,874	3.1597
3001 – 4000	694	1.3564	25,36,532	2.2258

4001 – 5000	623	1.2177	29,77,646	2.6128
5001 – 10000	1035	2.0229	77,68,963	6.8172
10001 and above	978	1.9115	7,99,32,387	70.1396
Total	51164	100.00	11,39,61,890	100.00
No. of Shareholders & shares in physical mode	17	0.0332	3,32,163	0.2915
No. of beneficial owners & shares in electronic mode	51,147	99.9668	11,36,29,727	99.7085
Total	51,164	100.00	11,39,61,890	100.00

Category wise Shareholding as on 31st March, 2016

Sr. No.	Category	No. of Shares held	%of Holding
1	Promoter group	2,50,45,301	21.98
2	Mutual Funds/ Financial Institutions	8,30,669	0.73
3	Overseas Corporate Bodies /FII's/NRIs	19,83,489	1.74
4	Bodies Corporate	1,79,03,106	15.71
5	Other Public	6,81,99,325	59.84
	Total	11,39,61,890	100.00

Dematerialisation of shares & liquidity

As on 31st March, 2016, 99.9668% of total equity shares of the Company were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Ltd. The Company's equity shares are required to be compulsorily traded in the dematerialised form. The shares are available for dematerialisation under ISIN – INE628H01015.

Requests for dematerialisation of shares are processed and generally confirmed within 15 days of receipt.

Particulars	As on 31-03-2016	Percentage[%]
Held in dematerialized form in NSDL	5,86,53,251	51.47
Held in dematerialized form in CDSL	5,49,76,476	48.24
Physical Shares	3,32,163	0.29
Total	11,39,61,890	100.00

Outstanding GDRs/ADRs/Warrants

The Company has no outstanding GDRs/ADRs/Warrants as on 31st March, 2016.

Plant Locations

The Company being involved in real estate development does not have any plant.

Registered Office &Address for Correspondence

The View, 165, Dr. Annie Besant Road,
Worli, Mumbai – 400018
Maharashtra, India
Ph. No. +9122-30446910
No : +9122-24911028
Email : investor@orbitcorp.com

Website :www.orbitcorp.com
CIN: L7290MH2000PLC124729

DECLARATION REGARDING CODE OF CONDUCT

I, Ravi Kiran Aggrawal, Chairman of Orbit Corporation Limited, hereby confirm that pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") that:

The Board Orbit Corporation Limited has laid down a Code of Conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2016.

Mumbai
30/11/2016

Sd/-
Ravi Kiran Aggrawal
Chairman
(DIN: 00133401)

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

To,
The Board of Directors/Audit Committee
Orbit Corporation Limited

Dear Sirs,

Sub: CEO / CFO Certificate (Regulation 17.8)

- A. We have reviewed financial statements and the cash flow statement of Orbit Corporation Limited for the year ended 31st March, 2016 and that to the best of their knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Yours sincerely,

Pujit Aggarwal
Managing Director & CEO

Dinesh Bhalotia
Chief Financial Officer

Place: Mumbai
Date: 18/05/2016

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Orbit Corporation Limited

1. We have examined the compliance of conditions of Corporate Governance by **Orbit Corporation Limited** (“the Company”), for the year ended on March 31, 2016, as stipulated in Clause 49 for the period April 1, 2015 to November 30, 2015 and Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period December 1, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 30th November, 2016

For Nishant Jawasa & Associates
Company Secretaries

Nishant Jawasa
Proprietor
FCS-6557
C.P. No. 6993

INDEPENDENT AUDITOR'S REPORT
To the Members of Orbit Corporation Limited

Report on the Financial Statements

We have audited the financial statements of **Orbit Corporation Limited** (the 'Company'), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the 'Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the over presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of matter

We draw attention to Note 26(2(a)) to the financial statements as regards the income tax demands received by the Company for the assessment years 2004-05 to 2012-13 amounting to Rs. 1884.31millions. The Company has filed appeals against these demands and the matter is sub-judice.

Our opinion is not qualified in respect of this matter.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure 'A'**, a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'B'**;
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (1) the Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 26 to the Financial Statements;
- (2) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- (3) there are no amounts that are required to be transferred to the Investor Education and Protection Fund by the Company.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE
Partner
Membership No. 033013

Mumbai, 18th May, 2016

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management in accordance with a phased program of verification, which in our opinion is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.
- (ii) (a) As explained to us, the inventories have been physically verified by technically qualified independent agencies during the year. In our opinion, the frequency of such verification is reasonable.
- (b) As per the information given to us, the procedures of physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on such verification.
- (iii) According to the information and explanations give to us, the Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the Paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, guarantee or securities provided.
- (v) The Company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 and other relevant provisions of the Act and the rules framed there under apply.
- (vi) We have broadly reviewed the books of account and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Companies Act 2013. We have however, not made a detailed inspection of these records to ascertain their completeness or accuracy.
- (vii) (a) According to the information and explanations given to us, income tax deducted at source amounting to Rs 214.84 millions, VAT on flat booking amounting to Rs 29.08 millions ,tax on dividend amounting to Rs 18.49 millions and provident fund amounting to Rs.3.06 million were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues in respect of income tax, VAT, wealth tax, service tax and cess as at 31st March, 2016 which have not been deposited on account of a dispute pending other than the following:

Name of the statute	Nature of the disputed dues	Amount Rs millions	Period to which the amount relates	Forum where disputes are pending
The Income Tax Act, 1961	Tax and interest	1719.91	2004-05 to 2010-11	ITAT
The Income Tax Act, 1961	Tax	164.40	2011-12 to 2012-13	CIT(Appeals)
The MVAT Act, 2002	Interest	7.40	2006-07	DC (Appeals)

(c) According to the information and explanations given to us, there is no amount required to be transferred to the investor education and protection fund.

(viii) According to the information and explanations given to us and as per the records of the Company examined by us, the Company has defaulted in the redemption of non convertible debentures and repayment of term loans to financial institutions and banks and payment of interest thereon. Details are as under:.

Particulars	Principal Amount*	Interest*	Period of default
Non convertible debentures	2,110.00		More than 1 day to more than 24 months
		1,334.28	1 day to more than 24 months
		273.68	1 day to more than 24 months
Term loan from banks	764.30	797.13	1 day to more than 24 months
			1 day to more than 24 months
Term loan from financial institutions	941.40		More than 24 months
		696.19	
			1 day to more than 24 months
Other body corporates	1,201.67		18 months to more than 24 months
		1,084.13	1 day to more than 24 months

*In millions

- (ix) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments). Accordingly, the Paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor have we been informed of such case by management.
- (xi) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the provisions of Section 197 read with Schedule

V to the Act.

- (xii) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the Paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Act and the relevant details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company had not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the Paragraph 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company had not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, compliance with the provisions of Section 192 of the Act is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

MILIND P. PHADKE
Partner
Membership No.033013

Mumbai, 18th May, 2016

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

We have audited the internal financial controls over financial reporting of **Orbit Corporation Limited** (the 'Company') as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the 'Act').

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisation of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the company's internal financial controls over financial reporting as at 31st March, 2016 :

a) The segregation of duties in Finance & accounts department as envisaged in the internal control system of the company was not effectively implemented due to high rate of attrition of the staff. This area needs to be strengthened to ensure effective operation of the internal control system

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, because of the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has not maintained adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were not operating effectively as of March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

We have considered the material weaknesses identified and reported above in determining

the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 standalone financial statements of the Company, and these material weaknesses do not affect our opinion on the financial statements of the Company.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Mumbai, 18th May, 2016

MILIND P. PHADKE
Partner
Membership No. 033013

Orbit Corporation Limited
Balance Sheet as at 31st March 2016

(₹ in millions)

Particulars	Note No	<u>As at'31st March 2016</u>	<u>As at'31st March 2015</u>
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	2	1,139.62	1,139.62
Application Money Pending Allotment		-	4.37
Reserves and surplus	3	<u>2,288.94</u>	<u>5,749.47</u>
		3,428.56	6,893.46
2 Non-current liabilities			
Long-term borrowings	4	2,285.21	2,768.10
Other long term liabilities	5	311.34	414.07
Long-term provisions	6	<u>28.09</u>	<u>16.03</u>
		2,624.64	3,198.20
3 Current liabilities			
Short-term borrowings	7	1,627.17	1,647.17
Trade payables	8	2,167.92	976.21
Other current liabilities	9	10,218.50	8,161.46
Short-term provisions	10	<u>561.94</u>	<u>199.11</u>
		14,575.53	10,983.95
TOTAL		<u>20,628.72</u>	<u>21,075.61</u>
II. ASSETS			
1 Non-current assets			
Fixed assets	11		
Tangible assets		95.10	123.96
Non-current investments	12	500.87	500.87
Deferred tax assets (net)	32	474.02	474.02
Long-term loans and advances	13	<u>6,267.21</u>	<u>6,072.86</u>
		7,337.20	7,171.71
2 Current assets			
Inventories	14	5,029.01	6,019.38
Trade receivables	15	3,789.92	3,729.16
Cash and cash equivalents	16	96.92	96.21
Short-term loans and advances	13	1,393.28	1,206.89
Other current assets	17	<u>2,982.39</u>	<u>2,852.26</u>
		13,291.52	13,903.90
TOTAL		<u>20,628.72</u>	<u>21,075.61</u>

The notes referred to above form an integral part of the financial statements

As per our report attached

Sharp and Tannan

Chartered Accountants

Firm's Registration Number 109982W

by the hand of

For and on behalf of the Board of Directors

Pujit Aggarwal

Managing Director & CEO

(DIN 00133373)

Abdul Mohammad Sattar

Director

(DIN 06656299)

Milind P. Phadke

Partner

Membership No. 33013

Place : Mumbai.

Date: 18th May 2016

Dinesh Bhalotia

Chief Financial Officer

Place : Mumbai.

Date: 18th May 2016

Ronak Kalathiya

Company Secretary

Orbit Corporation Limited
Statement of Profit and Loss for the year ended 31st March 2016

Particulars	Note No	(₹ in millions)	
		Year Ended 31st March 2016	Year Ended 31st March 2015
Revenue from operations	18	18.13	1,158.33
Other Income	19	107.46	28.94
Total Revenue		125.59	1,187.26
Expenses			
Cost of Real Estate Purchase , Materials and Consumption Expenses	20	63.49	291.70
Changes in inventories of finished goods and Work in progress	21	1,344.86	(245.53)
Employee benefits expenses	22	112.79	119.81
Finance costs	23	1,623.79	1,589.36
Depreciation and amortization expenses	11	26.16	28.97
Other expenses	24	413.19	219.67
Total expenses		3,584.28	2,003.98
Profit / (loss) before exceptional items and tax		(3,458.69)	(816.72)
Exceptional items		-	239.93
Profit / (Loss) before tax		(3,458.69)	(1,056.65)
Tax expense			
Current tax		-	-
Less: Mat credit entitlement		-	-
Deferred tax		-	(32.19)
Short provision of tax in respect of earlier years		-	-
Profit / (Loss) for the year		(3,458.69)	(1,024.46)
Earnings per share (Basic and diluted) - Rupees	25	(30.35)	(8.99)
Face value per share - Rupees		10.00	10.00

The notes referred to above form an integral part of the financial statements

As per our report attached

Sharp and Tannan

Chartered Accountants

Firm's Registration Number 109982W

by the hand of

Milind P. Phadke

Partner

Membership No. 33013

Place : Mumbai.

Date: 18th May 2016

For and on behalf of the Board of Directors

Pujit Aggarwal

Managing Director & CEO

(DIN 00133373)

Abdul Mohammad Sattar

Director

(DIN 06656299)

Dinesh Bhalotia

Chief Financial Officer

Place : Mumbai.

Date: 18th May 2016

Ronak Kalathiya

Company Secretary

Orbit Corporation Limited

Cash Flow Statement for the Year ended 31st March 2016

(₹ in millions)

	Year ended 31st March 2016	Year ended 31st March 2015
A.Cash Flow from operating activities		
Net profit before tax	(3,458.69)	(1,056.65)
Adjustments For :		
Depreciation	26.16	28.97
Interest expense	1,623.80	1,589.36
Employee stock option	(0.92)	1.33
Wealth Tax	-	0.23
Assets written off as per new companies act	-	4.46
(Profit)/ Loss on sale of Assets	0.26	(0.46)
Income from investment and Bank Deposits	(3.13)	(3.04)
Operating profit before working capital changes	(1,812.52)	564.21
Adjustments for:		
(Increase)/decrease in inventories	990.37	(245.53)
(Increase) / decrease in trade receivables	(60.75)	417.07
(Increase) / decrease in loans and advances	(372.71)	1,416.87
(Increase) / decrease in other current assets	(130.14)	(737.61)
Increase/(decrease) in trade and other payables	1,148.30	313.97
Increase / (decrease) in Advances received	(242.50)	(152.04)
Increase / (decrease) in other liabilities	246.98	(15.69)
Increase / (decrease) in Provisions	333.70	109.15
Cash generated from operations	100.73	1,670.39
Direct taxes paid	(8.03)	(38.22)
Wealth tax paid	-	(0.21)
Net cash from operating activities	92.70	1,631.96
B.Cash flow from investing activities		
Purchase of fixed assets	(2.33)	(3.73)
Proceeds from sale of Fixed Assets	4.76	4.39
Proceeds from sale of Subsidiary	-	150.00
Income from investments and Bank Deposits	-	-
Net cash (used in)/from investing activities	2.43	150.66
C.Cash flow from financing activities		
Application Money Pending Allotment	-	4.37
Refund of Advavnce to Employee under ESOP	(4.37)	-
Proceeds of Long Term Borrowings (Net)	203.45	151.71
Proceeds of Short Term Borrowings (Net)	(20.00)	(1,148.87)
Interest paid	(273.51)	(732.61)
Net cash (used in)/from financing activities	(94.43)	(1,725.41)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	0.71	57.22
Cash and cash equivalents at the beginning of the year	96.21	38.99
Cash and cash equivalents at the end of the year	96.92	96.21
Notes:		
1. Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 "Cash Flow Statements" prescribed under the Companies (Accounting Standards) Rules, 2006.		
2. Cash and cash equivalents represent cash and bank balances.		

As per our report attached

For and on behalf of the Board of Directors

Sharp and Tannan

Chartered Accountants

Firm's Registration Number 109982W

by the hand of

Pujit Aggarwal

Managing Director & CEO

(DIN 00133373)

Abdul Mohammad Sattar

Director

(DIN 06656299)

Milind P. Phadke

Partner

Membership No. 33013

Place : Mumbai.

Date: 18th May 2016

Dinesh Bhalotia

Chief Financial Officer

Place : Mumbai.

Date: 18th May 2016

Ronak Kalathiya

Company Secretary

1 Significant Accounting Policies

1.1 Basis of Accounting:

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles ('GAAP') and in compliance with the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006 and other requirements of the Companies Act, 2013. Insurance and other claims are accounted for as and when admitted by the appropriate authorities.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets, provision for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Any revisions to accounting estimates are recognised prospectively in the current and future periods. Wherever changes in presentation are made, comparative figures of the previous Period are regrouped accordingly.

1.2 Revenue Recognition

Income from real estate sales is recognised on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration.

Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company. Revenue from construction and project related activity is recognised by applying Percentage Completion Method (PCM) to sale of tenements. Percentage of completion is determined as a proportion of cost incurred to date (excluding property acquisition cost) to the total estimated project cost (excluding property acquisition cost). Project becomes eligible for revenue recognition when the percentage of completion of project exceeds 25%.

1.3 Fixed Asset

Fixed assets are capitalised at acquisition cost, including directly attributable costs such as freight, insurance and specific installation charges for bringing the assets to working condition for use.

Expenditure relating to existing fixed assets is added to the cost of the assets, where it increases the performance / life of the asset as assessed earlier.

Fixed assets are eliminated from financial statements either on disposal or when retired from active use.

1.4 Intangible assets and Amortisation

Intangible assets are recognised as per the criteria specified in Accounting Standard (AS) 26 'Intangible Assets'.

1.5 Investments

Investments are classified into long term and current investments.

Long term investments are carried at cost. Provision for diminution, if any, in the value of each long term investment is made to recognise a decline, other than of a temporary nature.

Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.

1.6 Inventories

Inventory of finished tenements are valued at lower of the cost or net realizable value. Inventories of work in progress includes cost of land, premium for development rights, construction costs and allocated interest and expenses incidental to the projects undertaken by the Company and are valued at cost.

1.7 Depreciation

Depreciation on fixed assets has been computed and provided on the basis of useful life of fixed assets specified in schedule II to the Companies Act, 2013.

1.8 Employee Stock Option Scheme

Employee Stock Options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed by Guidance Note on 'Accounting for Employee Share-based payments' issued by ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines 1999 issued by SEBI. The excess of market value, if any, of the stock options as on the date of vesting over the exercise price of the options is recognised as deferred employee compensation and is charged to the profit and loss account on vesting basis over the vesting period of the options. The un-amortized portion of the deferred employee compensation, if any, is reduced from Employee Stock Option Outstanding.

1.9 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily takes a substantial period over twelve months of time to get ready for its intended use or sale.

All other borrowing costs are recognised as expense in the period in which they are incurred.

1.10 Retirement Benefits

Retirement benefits to the employees comprise of payments under defined contribution plans like Provident Fund and Family Pension. The liability in respect of defined benefit scheme like Gratuity is provided on the basis of actuarial valuation as at the Period end. Provisions for / contributions for leave encashment benefits are made on actual basis.

1.11 Taxes on income

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

1.12 Provisions, Contingent liabilities and Contingent assets

- a Provision are recognised for liabilities that can be measured only by using a substantial degree of estimation, if
 - i. the Company has a present obligation as a result of past event,
 - ii. a probable outflow of resources is expected to settle the obligation; and
 - iii. the amount of the obligation can be reliably estimated.
- b Reimbursements by another party, expected in respect of expenditure required to settle a provision, is recognised when it is virtually certain that reimbursement will be received if obligation is settled.
- c Contingent liability is disclosed in the case of
 - i. a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
 - ii. a possible obligation, unless the probability of outflow of resources is remote.
- d Contingent assets are neither disclosed nor recognised.
- e Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date.

1.13 Events occurring after the date of balance sheet

Where material, events occurring after the date of the Balance Sheet are considered upto the date of approval of accounts by the Board of Directors.

1.14 Foreign Currency Transactions

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates the relevant transactions take place.

Monetary Assets and Liabilities in foreign currency, outstanding at the close of the Period, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss is accounted during the Period.

1.15 Earnings Per Share

The amount considered in ascertaining the Company's earnings per share constitutes the net Profit after tax.

The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Diluted EPS is calculated on the number of equity shares outstanding as on the balance sheet date and also the dilutive component of employee stock options. Dilutive nature have been calculated as difference between fair value i.e. Average six months daily closing price as on 31 March 2016 and actual conversion price for such warrants.

Orbit Corporation Limited

Notes to Financial Statements for the year ended 31st March 2016

(₹ in millions)

	As at 31st March 2016		As at 31st March 2015	
	Number	Amounts	Number	Amounts
2 Share capital				
Authorised Equity Capital				
Equity Shares of ₹10 each	199,750,000	1,997.50	199,750,000	1,997.50
Redeemable Non cumulative Preference share of ₹10 each	250,000	2.50	250,000	2.50
	200,000,000	2,000.00	200,000,000	2,000.00
Issued , Subscribed and Paid up				
Equity Shares of ₹10 each	113,961,890	1,139.62	113,961,890	1,139.62
Redeemable Non cumulative Preference share of ₹10 each	-	-	-	-
	113,961,890	1,139.62	113,961,890	1,139.62
a. Reconciliation of shares outstanding at beginning and at end of reporting year				
Equity Capital				
Balance at the beginning of the Year	113,961,890	1,139.62	113,961,890	1,139.62
Add : Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
Balance at the end of the year	113,961,890	1,139.62	113,961,890	1,139.62

b Terms/ Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹10/- per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting, except interim dividend.

In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets, if any of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Terms/ Rights attached to Preference Shares

If at any time, the share capital by reason of issue of Preference shares or otherwise is divided into different classes of shares, then all or any of the rights and privileges attached to any class, then the rights and restrictions attaching to the Redeemable Preference Shares shall differ from those attaching to Equity Shares as follows:

The Redeemable Preference Shares carry rights to receive dividends.

The holders of Redeemable Preference Shares have no rights to receive notices of, attend or vote at general meetings except in certain limited circumstances affecting their interests & rights.

Subject to the provisions of the Companies Act 2013, the Company shall have the right to redeem the Redeemable Preference Shares at any time on giving not less than seven days' written notice.

On a distribution of assets of the Company, on a winding-up or other return of capital (subject to certain exceptions), the holders of Redeemable Preference Shares have priority over the holders of Ordinary Shares to receive the capital paid-up on those shares.

c Shareholding more than 5 percent

Name of the shareholder	As on 31st March 2016		As on 31st March 2015	
	No of Shares held	% of Shareholding	No of Shares held	% of Shareholding
Mr .Ravi Kiran Aggarwal	6,863,318	6.02%	9,051,547	7.94%
Mr .Pujit Aggarwal	16,925,965	14.85%	16,925,965	14.85%

d Shares reserved for issue under options**ESOP Scheme 2012**

At an Annual General Meeting held on 24th September, 2012 resolution to grant upto 1,200,000 options to employees was approved which entitles the option holders to subscribe to one equity shares of the company of face value of ₹10 per option granted at grant price on such terms and conditions as may be fixed or determined by the board.

(Refer Note 33 for details)

e No Equity shares were issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and brought back during the last 5 years to be given for each class of shares. Details regarding preference share are given below :-

-Equity Shares

-Preference share

year Ended	Face Value	Bonus issue	Redemption of shares	Without payment received in cash
31 March 2016				
31 March 2015				
31 March 2014				
31 March 2013				
31 March 2012	10	-	160,000	-
Total			160,000	-

Orbit Corporation Limited

Notes to Financial Statements for the year ended 31st March 2016

(₹ in millions)

	As at 31st March 2016	As at 31st March 2015
3 Reserves and retained earnings		
Capital Redemption Reserve		
Balance at the beginning of the year	1.89	1.89
Add: Transfer from Profit /Loss account	-	-
Balance at the end of the year	1.89	1.89
Securities Premium Reserve		
Balance at the beginning of the year	3,736.55	3,736.55
Add: Received during the year	-	-
Less: Bonus Shares issued	-	-
Balance at the end of the year	3,736.55	3,736.55
Debenture Redemption Reserve		
Balance at the beginning of the year	1,500.00	1,500.00
Add: Additions during the year	-	-
Less: Deletion during the year	-	-
Balance at the end of the year	1,500.00	1,500.00
Employees Stock Options outstanding		
Balance at the beginning of the year	7.66	7.18
Add: Additions during the year	-	1.38
Less:Deletion during the year	(1.85)	(0.90)
Balance at the end of the year	5.81	7.66
General Reserve		
Balance at the beginning of the year	281.48	281.48
Add: Additions during the year	-	-
Less:Deletion during the year	-	-
Balance at the end of the year	281.48	281.48
Surplus /(deficit) in the statement of profit and loss		
Balance as per Last Financial Statement	221.89	1,250.81
Profit / (Loss) for the year	(3,458.69)	(1,024.46)
Less: Transfer to General Reserve	-	-
Less:Assets written off as per new companies act	-	(4.46)
Balance at the end of the year	(3,236.79)	221.89
Total Reserves & Surplus	2,288.94	5,749.47

4 Borrowings

	As at 31st March 2016		As at 31st March 2015	
	Non Current	Current	Non Current	Current
a Secured Loans				
Debentures				
1,470 (Previous Year 1470) Secured Non Convertible Debentures of ₹1,000,000 each.	250.00	1,220.00	760.00	710.00
140 (Previous Year 140) Secured Non Convertible Debentures of ₹10,000,000 each.	-	1,400.00	-	1,400.00
Vehicle loans from banks	13.26	11.90	13.95	15.54
Loans from Banks	1,139.24	1,100.41	1,134.09	764.30
Loans from Institutions	-	941.40	-	941.40
	1,402.50	4,673.72	1,908.04	3,831.24
b Unsecured Loans				
Loans and advances from related parties				
From Directors (interest free)	723.32	-	698.43	-
From Other Bodies corporate	159.39	-	161.63	-
Others				
From Other Bodies corporate	-	23.15	-	179.28
	882.71	23.15	860.06	179.28
Total Borrowings	2,285.21	4,696.86	2,768.10	4,010.52

c Details of borrowings guaranteed by the directors

-Long Term

Non Convertible Debentures	2,870.00
Vehicle Loans	25.16
Loans from banks	2,239.66
Loans from Institutions	941.40

-Short Term

Others	182.54
Total	6,258.75

d During the year the Company has defaulted in repayment of loans and interest in respect of the following:

(₹ in millions)

Particulars	Year (upto balancesheet date)						Total
	One Day	More than One day to Six months	More than Seventh month to Twelve months	More than Twelve months to Twenty four Months	More than Twenty four months		
1 Principal							
Loans from banks	94.51	94.51	-	299.40	464.90	953.32	
Loans from Institutions	-	-	-	-	941.40	941.40	
Non Convertible Debentures	-	470.00	565.00	905.00	170.00	2,110.00	
Others	-	-	-	-	1,201.67	1,201.67	
Total Principal*	94.51	564.51	565.00	1,204.40	2,777.97	5,206.39	
2 Interest							
a Long Term Borrowings							
Non Convertible Debentures	127.05	248.81	205.91	340.65	505.93	1,428.35	
Loans from banks	14.49	24.10	-	-	-	38.59	
Loans from Institutions	59.01	112.65	75.76	118.95	309.56	675.93	
b Short Term Borrowings							
Loans from banks	22.64	116.82	107.51	97.77	290.18	634.91	
Other Body corporate	102.59	159.82	120.88	611.85	42.48	1,037.62	
Total Default Interest*	325.78	662.20	510.06	1,169.22	1,148.15	3,815.40	

*The overdue amount is in various stages of reschedulement with respective banks and Financial institution

e Security Details

Sr No	Name of Lender	Facility & Loan Documentation	Amount Outstanding (₹ in Mn.)	Interest Rate p.a	Repayment Schedule* (₹ in Mn.)
Details of security offered for Loan from Banks					
<i>Term loans and overdraft facilities which are secured by registered mortgages of certain freehold lands / properties of the Company / Subsidiary Companies and / or against future receivables of the Company / Subsidiary Companies and / or directors' personal guarantee.</i>					
1	State Bank of India	Term loan	333.80	15.75%	Discussion going on with Bank
2	Union Bank of India	Term loan	430.50	15.90%	Discussion going on with Bank
3	Axis Bank	OD	284.09	15.25%	Twelve equal monthly installment starting from February 2016
4	Axis Bank	OD	336.02	14.95%	Entire Credit facility will have to be liquidated in June'2016 i.e.at the end of one year from the date of availment.
5	Axis Bank	Term loan	850.00	15.25%	Twelve equal monthly installment starting from February 2016
Vehicle Loan against hypothecation of respective vehicles and Directors' personal guarantee					
1	HDFC Bank Ltd, ICICI Bank and Canara Bank	Vehicle Loan	25.16	various rates @ average of 10.86%	Various installments upto October 2018
Details of security offered for Loan from Institutions					
<i>Term loans and overdraft facilities which are secured by registered mortgages of certain freehold and leasehold lands / properties of the Company / Subsidiary Companies and / or against future receivables of the Company / Subsidiary Companies and / or directors' personal guarantee/pledge of shares</i>					
1	LIC - Non Convertible Debenture (NCDs)	Working Capital Loan	1470	13.32%	Quarterly payment of Rs 30 mn - Jan 2014 to July 2014 Overdue not paid Quarterly payment of Rs 90 mn - October 2014 to July 2015 Overdue not paid Quarterly payment of Rs 130 mn- October 2015 to July 2016 Quarterly payment of Rs 125 mn -October 2016 to July 2017
2	Edelweiss Commodities Services Ltd.- NCDS	General Corporate Purposes	1400	14%	Principle loan overdue
3	LIC Housing Finance Ltd.	Term loan	877.08	16.00%	Discission going on with Institutes
4	IFCI Ltd	Corporate Loan	64.32	18.75%	Discission going on with Institutes
Details of security offered for Loan from Corporate					
<i>Secured by registered mortgages of certain freehold lands / properties of the Company / Subsidiary Companies and / or directors' personal guarantee.</i>					
1	JBF Industries Limited	Corporate Loan	150.00	26%	Discussion going on with all concerned lenders
2	Capri Global Advisory Services Pvt Ltd	Corporate Loan	36.21	24%	
3	Parshwanath Buildcon Pvt Ltd	Corporate Loan	10.00	24%	
4	Sukumar Properties Pvt. Ltd	Corporate Loan	5.00	24%	
5	Capri Global Advisory Services Pvt Ltd	Corporate Loan	566.79	23%	
6	Parshwanath Buildcon Pvt Ltd	Corporate Loan	433.67	23%	

*The repayment schedule provides status as on 31st March 2016. However, the same may undergo substantial modification as overdue amount is in various stages of reschdument with respective banks and Financial institutions.

Orbit Corporation Limited

Notes to Financial Statements for the year ended 31st March 2016

(₹ in millions)

	As at 31st March 2016	As at 31st March 2015
5 Other Long term liabilities		
Advances from customers	306.61	409.59
Application money for I.P.O. to be refunded	0.01	0.01
Deposits	4.72	4.47
	<u>311.34</u>	<u>414.07</u>
6 Long Term Provision		
Provision for Leave Encashment	7.69	6.64
Provision for Gratuity	20.40	9.39
	<u>28.09</u>	<u>16.03</u>
7 Short-term borrowings		
Secured		
From Bank	-	-
From Other Companies	1,201.67	1,201.67
Unsecured		
From Other Bodies corporate	425.50	425.50
From Others	-	20.00
	<u>1,627.17</u>	<u>1,647.17</u>
8 Trade Payables		
- Dues to Micro, small and medium enterprises		
- Others		
Goods supplied	390.38	485.55
Expenses	1,093.77	280.66
Others	683.77	210.00
	<u>2,167.92</u>	<u>976.21</u>
9 Other Current Liabilities		
Current maturities of long term borrowings (Refer note 4)	4,696.86	4,010.52
Interest accrued and due on borrowings	3,815.38	2,617.45
Redemption Premium on Debenture Payable	108.95	-
Unpaid Dividend	45.96	45.96
Others Statutory Liabilities	439.64	236.31
Others Current Liabilities	76.42	76.41
Advances from customers	1,035.29	1,174.81
	<u>10,218.50</u>	<u>8,161.46</u>
10 Short Term Provision		
Provision for Expenses	487.13	126.13
Provision for Income Tax	74.16	72.33
Provision for Wealth Tax	0.65	0.65
	<u>561.94</u>	<u>199.11</u>

Orbit Corporation Limited

Notes to Financial Statements for the year ended 31st March 2016

11 Tangible assets

(₹ in millions)

	Land Freehold	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Leasehold improvements	Computers	Business Communication System	Yacht	Total
Gross block										
Balance as at 31 March 2014	0.51	99.21	82.85	115.14	13.18	18.81	14.69	6.97	60.73	412.11
Additions	-	-	0.01	3.31	0.09	-	0.06	0.26	-	3.73
Disposals	-	-	1.44	7.78	-	-	-	-	-	9.22
Adjusted as per new Companies Act	-	-	-	2.64	6.52	-	11.14	2.83	-	23.14
Balance as at 31 March 2015	0.51	99.21	81.42	108.03	6.75	18.81	3.61	4.40	60.73	383.48
Additions	-	-	-	2.09	0.08	-	0.14	0.03	-	2.33
Disposals	-	-	5.00	0.03	-	-	-	-	-	5.03
Balance as at 31 March 2016	0.51	99.21	76.42	110.09	6.83	18.81	3.75	4.43	60.73	380.79
Accumulated depreciation and amortisation										
Balance as at 31 March 2014	-	51.53	55.25	62.15	8.28	14.89	13.19	3.60	45.62	254.51
Depreciation charge	-	4.89	6.71	9.81	1.41	1.97	0.40	1.52	2.27	28.97
Reversal on disposal of assets	-	-	-	5.29	-	-	-	-	-	5.29
Adjusted as per new Companies Act	-	-	-	2.47	4.19	-	10.24	1.78	-	18.67
Balance as at 31 March 2015	-	56.42	61.96	64.20	5.50	16.86	3.35	3.34	47.89	259.52
Depreciation charge	-	4.89	5.70	9.50	1.03	1.96	0.18	0.63	2.27	26.16
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2016	-	61.31	67.66	73.70	6.53	18.81	3.53	3.97	50.16	285.69
Net block										
Balance as at 31 March 2015	0.51	42.79	19.45	43.83	1.25	1.96	0.26	1.06	12.84	123.96
Balance as at 31 March 2016	0.51	37.90	8.75	36.39	0.31	0.00	0.21	0.46	10.56	95.10

	As at 31st March 2016		As at 31st March 2015	
	Non Current	Current	Non Current	Current
12 Investments (Valued at Cost)				
Unquoted Investments in Equity Instruments				
In fully paid equity shares in subsidiary companies:				
Orbit Highcity Private Limited 8,903,226 (Previous Year 8,903,226) Equity shares of ₹ 10 each	500.00	-	500.00	-
Orbit Residency Pvt Ltd 10,000 (Previous Year 10,000) Equity shares of ₹ 10 each	0.10	-	0.10	-
Ahinsa Buildtech Pvt Ltd 8,500 (Previous Year 8,500) Equity shares of ₹ 10 each	0.09	-	0.09	-
Orbit Habitat Private Limited 10,000 (Previous Year 10,000) Equity shares of ₹ 10 each	0.10	-	0.10	-
Others				
Property Redevelopers Association 6,250 (Previous Year 6,250) shares of ₹ 10 each, fully paid up	0.06	-	0.06	-
The Pen Co-operative Urban Bank Limited 2,000 (Previous Year 2,000) shares of ₹ 250 each, fully paid up.	0.50	-	0.50	-
The Sarwaswat Co-Op.Bank Ltd. 2,500 (Previous Year 2,500) shares of ₹ 10 each, fully paid up.	0.03	-	0.03	-
	500.87	-	500.87	-

	As at 31st March 2016		As at 31st March 2015	
	Non Current	Current	Non Current	Current
13 Loans and Advances				
- Unsecured considered good				
a Capital Advances				
Advance for Fixed Assets	-	-	-	-
b Security Deposits				
Deposits - Director	288.76	-	288.76	-
Other Deposits	29.48	-	29.09	-
c Advances to Related Parties				
Advances paid for acquisition of properties to Related parties	2,452.90	-	2,446.27	-
Other Advances	-	18.61	-	14.06
Advances to subsidiary company	676.57	-	193.78	-
Advance against Equity to subsidiary	-	-	-	-
Advances to supplier	-	0.18	-	0.12
d Other loans and advances				
Advances paid for acquisition of properties	2,593.69	229.63	2,897.18	229.00
Advance for Expenses	-	157.70	-	186.29
Advances to suppliers	-	396.08	-	162.97
Advances recoverable in cash or in kind or for value to be received	-	550.60	-	583.11
Advance payment of taxes	225.81	-	217.78	-
Service tax credit receivable	-	37.30	-	29.12
Taxes recoverable from customers	-	3.18	-	2.22
	6,267.21	1,393.28	6,072.86	1,206.89

Loans and advances include amounts due from:

	As at 31st March 2016		As at 31st March 2015	
	Non Current	Current	Non Current	Current
1 Director	288.76	-	288.76	-
2 Private companies in which any director is a director or member	2,452.13	18.61	2,452.08	14.06
3 Officer of the Company	-	1.24	-	1.24
	2,740.89	19.85	2,740.84	15.30

Orbit Corporation Limited

Notes to Financial Statements for the year ended 31st March 2016

(₹ in millions)

	As at 31st March 2016	As at 31st March 2015
	Amount	Amount
14 Inventories		
Finished goods	-	-
Closing Work-in-Progress	5,029.01	6,019.38
	5,029.01	6,019.38
15 Trade receivables	As at 31st March 2016	As at 31st March 2015
	Amount	Amount
Unsecured, considered good		
Outstanding for a Year exceeding six months from the date they are due for payment	3,789.92	3,621.58
Others	-	107.58
	3,789.92	3,729.16
16 Cash and cash equivalents	As at 31st March 2016	As at 31st March 2015
Cash and Bank Balances	Amount	Amount
Cash on hand	0.90	3.22
Balances with banks :		
on current accounts	15.41	14.65
on dividend accounts	2.46	3.01
Deposits with original maturity of less than 3 months*		
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	78.15	75.33
	96.92	96.21
* Includes Fixed Deposits of ₹ 36.41 mns in Bank ,whose operations have been suspended. Any adjustment required will be done on resolution of the matter.		
17 Other current assets	As at 31st March 2016	As at 31st March 2015
	Amount	Amount
Interest Accrued on Fixed Deposits	-	-
Unbilled Customers	2,982.39	2,852.26
	2,982.39	2,852.26

	(₹ in millions)	
	For the year Ended 31st March 2016	For the year Ended 31st March 2015
18 Revenue from operations		
Revenue generated from completed projects	-	-
Revenue recognised for projects under progress (Details Refer note 36)	18.13	955.83
Others	-	202.50
	18.13	1,158.33
19 Other Income		
Interest Income		
-Bank Deposits	3.13	3.04
-Other Advances	-	15.93
Dividend		
-Mutual Funds	-	-
-Shares	0.00	0.00
Others		
Profit/loss on Sale of Asset	(0.26)	0.46
Other Income	104.59	9.51
	107.46	28.94
20 Real Estate Purchase and Consumption Expenses	For the year Ended 31st March 2016	For the year Ended 31st March 2015
Property Acquisition Cost (Including Tenants Buyback and Accomodation cost)	0.68	174.14
Project Material Cost	9.25	46.56
Labour Charges and Works Contract charges	34.14	34.79
Legal and Professional fees	1.68	6.93
Insurance	0.50	0.03
Approval and permission charges	4.20	-
Other Direct expenses related to Projects	13.04	29.25
Total Cost of Real Estate Purchase , Materials and Consumption Expenses	63.49	291.70
21 Change in Inventories	For the year Ended 31st March 2016	For the year Ended 31st March 2015
Opening Work-in-Progress		
Finished goods	-	-
Work in progress	6,019.38	5,773.85
	6,019.38	5,773.85
Adjustments on account of stock valuation	354.49	-
Closing Work-in-Progress		
Finished goods	-	-
Work in progress	5,029.01	6,019.38
	5,029.01	6,019.38
	1,344.86	(245.53)

22 Employee Related Costs

	For the year Ended 31st March 2016	For the year Ended 31st March 2015
Salaries ,Wages ,bonus and Benefits	103.78	106.69
Contribution to Provident Fund	5.32	5.42
Employee Compensation Cost	(0.92)	1.33
Staff Welfare Expenses	4.61	6.37
	<u>112.79</u>	<u>119.81</u>

**For the year Ended
31st March 2016**

**For the year Ended
31st March 2015**

23 Finance costs

Interest on Non Convertible Debentures	514.80	474.14
Interest on Other Loan	952.78	995.81
Compensation Expenses	5.72	44.97
Interest on Income tax	1.83	2.96
Interest on tax deducted at source	39.35	23.75
Redemption Premium on Debentures	108.95	-
Other Interest and Finance Charges (Also refer note 29)	0.36	47.74
	<u>1,623.79</u>	<u>1,589.36</u>

24 Other Expenses

Legal and Professional fees	22.09	123.61
Labour charges	3.15	15.73
Insurance	2.88	1.03
Rent	14.51	32.47
Rates and Taxes	5.91	13.31
Approval and permissions charges	1.05	1.52
Repairs and Maintenance		
-Buildings	-	-
-Plant and Machinery	-	-
-Others	3.55	0.26
Business Promotion	14.50	16.19
Auditors Remuneration (Details Below)	2.14	2.55
Loss on Sale of Property Rights	280.81	-
Advertisement and Publicity	0.87	0.77
Travelling Expenses	3.33	3.23
Wealth Tax	-	0.23
Maintenance Charges	34.38	-
Other general and administration Expenses	24.02	8.78
	<u>413.19</u>	<u>219.67</u>

Payment to Auditors

Audit Fees	1.25	1.43
Limited Review	0.75	0.84
Taxation Matters	-	0.22
Other Services	0.14	0.04
Reimbursement of Expenses	-	0.01
	<u>2.14</u>	<u>2.55</u>

25 Earnings Per Share

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
Net Profit attributable to Equity Share Holder	(3,458.69)	(1,024.46)
Number of shares outstanding at the end of the year	113,961,890	113,961,890
Weighted Average number of shares	113,961,890	113,961,890
Weighted average number of potential equity shares on account of employee stock options	-	623,400
Number of shares for computation of Diluted EPS	113,961,890	114,585,290
Basic EPS (In `)	(30.35)	(8.99)
Diluted EPS (In `)	(30.35)	(8.99)
Face Value per Equity Share `	10	10

** The potential equity shares to be issued on account of employer stock options is anti dilutive.

26 Contingent Liabilities and Commitments

1 Corporate Guarantee

The Company had provided corporate guarantee on behalf of Bhagyodaya Infrastructure Development Limited, the principal contractor for few projects undertaken by the Company, for availing credit facility to the extent of ₹ 99.00 million from State Bank of India. Loan Outstanding as on 31st March 2016 is ₹ 131.95 million including interest.

2 Other money for which the company is contingently liable

- a) In respect of the matter described in Note 32(b), the Company has received Appeal orders for Assessment year 2004-05 to 2010-11 passed by CIT (Appeals) 38, Mumbai and also received demand notice U/s 156 of the Income Tax Act, 1961. As per the said demand notice, the Income Tax department has raised demand for Income Tax and interest thereon for an amount of ₹ 1719.91 millions. However, the company has contested the said order and the demand raised thereon by filing appeal before Income Tax Appellate Tribunal.

The Company has received Assessment orders for Assessment year 2011-12 passed by Dy. Commissioner of Income Tax , Centre Circle-47, Mumbai U/s 143(3) of Income Tax Act 1961 and also received demand notice U/s 156 of the Income Tax Act 1961. As per said demand notice, the Income Tax department has raised demand for Income Tax & Interest thereon for an amount of ₹ 113.60 millions. However the company has contested the said order and the demand raised thereon by filing appeal before Commissioner of Income Tax (Appeals).

The Company has received Assessment orders for Assessment year 2012-13 passed by Dy. Commissioner of Income Tax , Centre Circle-47, Mumbai U/s 143(3) of Income Tax Act 1961 and also received demand notice U/s 156 of the Income Tax Act 1961. As per said demand notice, the Income Tax department has raised demand for Income Tax and Interest thereon for an amount of ₹ 50.80 millions. However the company has contested the said order and the demand raised thereon by filing appeal before Commissioner of Income Tax (Appeals).

The company has received VAT Assessment Order passed by MVAT Authorities for the financial year 2006-07 and demand is raised of ₹ 7.40 millions including Tax, interest and penalty for which company has filed the 1st Appeal with appropriate authority and obtained the stay order.

The Company is confident that it will succeed in both the appeal filed based on the available documents & evidence and the liability will not get materialize.

- b) On account of dispute with a customer where matter is sub-judice ₹ 66.48 mn
c) Suits filed against the Company under section 138 read with Section 141 of the Negotiable Instrument Act, 1881 ₹ 1001.40 mn.
d) Suit filed challenging the environmental clearance granted to a project of the company (Amount not ascertainable)
e) Complaint against the Company for contravention of Environmental Protection Act, 1986. (Amount not ascertainable)
f) Complaint with State Consumer dispute Redressal Commission, Maharashtra and National Consumer Dispute Redressal Commission, New Delhi. (Amount not ascertainable)
g) Complaint under section 3 read with section 13 of Maharashtra Ownership Flats (Regulation of production, of construction ,sale, Management & transfer) Act, 1963. (Amount not ascertainable)
h) LIC Housing Finance Ltd. has initiated action under Section 13(2) and 13(4) of the SARFAESI Act, 2002 by taking physical possession of the property (including land) belonging to the subsidiary company Ahinsa Buildtech Private Limited viz., ORP (excluding 155 apartments).. The Company has filed an application with the Debts Recovery Tribunal, seeking an order to restrain from taking further steps. The Hon'ble tribunal has granted an interim relief vide its order dated 29.04.2014, allowing the company to access the property for development with certain conditions.
i) IFCI limited has initiated action under Section 13(2) and 13(4) of the SARFAESI Act, 2002 for recovery of their dues . We are in continuous discussion with them for settlement and other avenues for repayment of the balance term loan .
j) A lender Bank has initiated actions under the provisions of the SARFAESI Act, 2002 for recovery of their dues.

3 Claims made against company not acknowledged as obligation ₹ 35.44 millions

27 Segment Reporting

The Company's business activities fall within a single segment, viz. real estate and redevelopment and predominantly operates in domestic market. Accordingly, disclosure requirements under Accounting Standard (AS) 17 'Segment Reporting', is not applicable.

28 Trade Receivables, Trade payable and loans and advances are subject to confirmation and reconciliation, if any

29 Borrowing cost

Borrowing cost specific to Project is capitalised as project cost and are charged to revenue based on percentage completion. Other Borrowing costs are charged to revenue.

Borrowing costs amounting to ₹ 1467.58 mns (Previous Year ₹ 971.48 mns) has been charged to revenue during the year.(including portion of accumulated interest).

(₹ in millions)

	For the year Ended 31.03.2016	For the year Ended 31.03.2015
30 Value of imports (on CIF basis) Accrual Basis		
Other Materials	-	-
	-	-
Expenditure in foreign currency (Accrual Basis)	Nil	Nil

Orbit Corporation Limited

Notes to Financial Statements for the year ended 31st March 2016

31 Related Parties

1 List of related parties

<p>a Subsidiary company</p> <p>1 Orbit Highcity Private Limited</p> <p>2 Ahinsa Buildtech Private Limited</p> <p>3 Orbit Habitat Private Limited</p> <p>4 Orbit Residency Private Limited</p>	<p>52.57 % Subsidiary company</p> <p>85 % Subsidiary company</p> <p>100 % Subsidiary company</p> <p>100 % Subsidiary company</p>
<p>b Key Management Personnel</p> <p>1 Mr. Ravi Kiran Aggarwal</p> <p>2 Mr. Pujit Aggarwal</p> <p>3 Smita Pramanik (w.e.f. 01.04.2015 to 30.05.2015)</p> <p>4 Dinesh Bhalotia (w.e.f. 09.11.2015)</p> <p>5 Manoj Jain (w.e.f. 1.04.2015 to 08.05.2015)</p> <p>6 Anurag Srivastav (w.e.f. 02.11.2015 to 13.02.2016)</p> <p>7 Ronak Kalathiya (w.e.f. 01.03.2016)</p>	<p>Chairman & Executive Director</p> <p>Managing Director & CEO</p> <p>CAO</p> <p>CFO</p> <p>Company Secretary</p> <p>Company Secretary</p> <p>Company Secretary</p>
<p>c Others</p> <p>Enterprises over which Key Managerial Personnel are able to exercise Significant influence</p> <p>1 Apex Hotel Enterprises Private Limited</p> <p>2 Emgee Foils Private Limited</p> <p>3 Orbit Compel Infra-Build Private Limited</p> <p>4 Orbit Entertainment Private Limited</p> <p>5 Orbit Exquisites Housing Private Limited</p> <p>6 Orbit Infraserve Private Limited</p> <p>7 Orbit Socio Foundation</p> <p>8 Revati Academic & Infrastructure Private Limited</p> <p>9 Ambuj Infrastructure Private Limited</p> <p>10 Brio Academic Infrastructure and Resource Management Private Limited</p> <p>11 Nitika Multitrading Private Limited</p> <p>12 Orbit Abode Private Limited</p> <p>13 Orbit Dwelling Private Limited</p> <p>14 Orbit Eduworld Private Limited</p> <p>15 Orbit Evolve Developers Private Limited</p> <p>16 Orbit Lifestyle City Developers Private Limited</p> <p>17 Orbit Parkcity Private Limited</p> <p>18 Orbit Parkland Developers Private Limited</p> <p>19 Orbit Power & Transmission Private Limited</p> <p>20 Orbit Raking Solutions Limited</p> <p>21 Orbit Facility Services Private Limited</p> <p>22 Orbit Translink & Logistics Private Limited</p> <p>23 Pheonix Appliances Private Limited</p> <p>24 Property Redevelopers Association</p> <p>25 Orbit Eduserve Private Limited</p> <p>26 Orbit Evolve Infra Private Limited</p>	

2 Names of the related parties with whom transactions were carried out during the year and description of relationship

<p>A</p>	<p>Subsidiary company</p> <p>1 Orbit Highcity Private Limited 2 Ahinsa Buildtech Private Limited 3 Orbit Habitat Private Limited 4 Orbit Residency Private Limited</p>	<p>52.57 % Subsidiary company 85 % Subsidiary company 100 % Subsidiary company 100 % Subsidiary company</p>
<p>B</p>	<p>Key Management Personnel</p> <p>1 Mr. Ravi Kiran Aggarwal 2 Mr. Pujit Aggarwal</p>	<p>Chairman & Executive Director Managing Director & CEO</p>
<p>C</p>	<p>Others</p> <p>Enterprises over which Key Managerial Personnel are able to exercise Significant influence</p> <p>1 Orbit Abode Private Limited 2 Property Redevelopers Association 3 Pheonix Appliances Private Limited 4 Orbit Dwelling Private Limited 5 Orbit Lifestyle City Developers Private Limited 6 Emgee Foils Private Ltd 7 Orbit Facility Services Private Limited 8 Orbit Eduworld Private Limited</p>	

3a Disclosure of related party transactions for Subsidiary and KMPs

Sr. No.	Particulars	Subsidiary		KMPs	
		For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2016	For the year ended 31st March 2015
1	Loan granted	19.16	54.65		
	Loan recovered	6.82	1,071.65		
	Closing Balance	202.81	190.47		
2	Loan Taken			40.07	478.63
	Loan Repaid			15.18	18.54
	Closing Balance			723.32	698.43
3	Rent Paid			-	33.71
4	Managerial Remuneration & Salaries			9.60	9.60
5	Deposits				
	During the year			-	-
	Closing Balance			288.76	288.76

3b Disclosure of related party transactions for Others

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Property Advances		
Advance Granted	6.73	0.09
Advance Recovered	0.10	257.43
Closing Balance	2,452.90	2,446.27
Other Advances		
Advance Granted	4.94	6.74
Advance Recovered	0.38	1.42
Closing Balance	18.61	14.06
Supplier Advance		
Closing Balance	0.18	0.12
Loan Taken	0.16	0.00
Loan Repaid	2.40	2.06
Closing balance- Borrowings	159.39	161.63

32 Note on Taxes

a The Company considering inter alia, the legislative intent of the provisions of the Section 80-IB (10) of the Income Tax Act, 1961, particularly with respect to the deduction of the profits derived from redevelopment of buildings/properties, is of the considered opinion that it shall be entitled to a 100% deduction of its profits derived from such property redevelopment activities undertaken in accordance with Development Control Regulations (DCR) in force in the state of Maharashtra, notwithstanding approvals etc. in terms of provisions of the said Section 80-IB (10). Accordingly the taxable profit computed in accordance with the provisions of Income Tax Act, 1961 have been reduced to the extent of claim u/s. 80-IB (10).

The company has applied for admission at settlement commission for various issues inter alia under section 80-IB(10) claim made by the Company, to which Income Tax department had contested upon.

The company has been granted interim relief in form of stay order against abatement of all cases. In view of the matter being subject of scrutiny by Settlement Commission and further verification of facts, the same is subjudice for deduction u/s 80 - IB(10). Submission of facts & justification of the said claim is in process through various hearing from time to time at the Hon'ble Income Tax Settlement Commission.

There is no changes in the cumulative provision for tax as in view of loss during the financial year ended 2016 (A.Y 2016-17)

In addition to the amount of ₹ 971.43 millions provided cumulative for previous years for tax, ₹ 971.43 millions may be an additional amount for the same in case the deduction U/s 80 IB (10) is not available for such previous years.

b The Company inter alia had received notice U/s 153A of the Income Tax Act, 1961 in respect of search carried out by the relevant authority in February 2010. The Company has filed return for the same and also for the cases pending with Hon'ble Income Tax Settlement Commission. The Income Tax department has passed orders assessment yearwise in response to the said returns filed by the Company. However the company has contested the said orders and the demand raised thereon by filing appeal before Income Tax Appellate Tribunal.

c Deferred Tax

	As at 31.03.2015	To Profit & Loss A/c	Addition/Deduction	As at 31.03.2016
DTL				
-Deferment of Tax Liability on Account of uncertainty related to final sale agreement .	263.60	-		263.60
Total	263.60	-		263.60
DTA				
- Employee benefits	5.20	-		5.20
- Difference between Book & Tax Depreciation	10.81	-		10.81
- Carry Forward Losses	721.61	-		721.61
Total	737.62	-		737.62
Net DTL /(DTA)	(474.02)	-		(474.02)

No Deferred Tax Asset has been recognised on account of losses for the year, in view of absence of virtual certainty of utilizing the deferred tax assets.

33 Employee Stock Options**a ESOP Scheme 2012**

- 1 At an Annual General Meeting held on 24th September, 2012 resolution to grant upto 1,200,000 options to employees was approved which entitles the option holders to subscribe to one equity shares of the company of face value of ₹10 per option granted at grant price on such terms and conditions as may be fixed or determined by the board.
- 2 At Annual General Meeting held on 24th September, 2013 total options which may be granted were further modified to 2,400,000
- 3 Compensation Committee had granted 12,00,000 fresh options under Orbit ESOS 2012 at an exercise price of ₹10/- per option on 1st July 2013, as Grant 1
- 4 The Options have been granted at exercise price of ₹10 per option as against the market price of ₹16.40 per share at the time of grant and have a vesting period of one year from the date of grant.
- 5 Compensation Committee had granted 1,25,000 fresh options under Orbit ESOS 2012 at an exercise price of ₹10/- per option on 14th July, 2014, as Grant 2, as against the Market Price of ₹21.05 per share at the Time of Grant, as Grant 2. The vesting period is spread over 5 Years in equal proportion.
- 6 During the year 73,779 Options have lapsed out of Grant 1 due to separations and 9,08,041 Options of Grant 1 were outstanding as on 31st March 2016.
- 7 During the year 1,25,000 Options have lapsed out of Grant 2 due to separations and NIL Options of Grant 2 were outstanding as on 31st March 2016.

b Summary of Options Granted

Grant No	Grant Date	No. of Options	Options surrendered/lapsed	Options Exercised	the end of the Year	Grant Price	Market Price	Intrinsic Value
1	01.07.2013	1,121,800	213,759	-	908,041	10	16.4	6.4
2	11.07.014	125,000	125,000	-	-	10	21.05	11.05

c Accounting

- 1 The employee compensation cost applicable for Options granted during the year net of lapse is ₹ (0.92 mns)
- 2 During the year ended 2015-16, 30 employees holding options resigned / ceased to be in employment. As a result of such separations, 73,779 options have lapsed and are available for reissue.

d Others

- 1 There is no employee who has been granted options equal to or exceeding 1% of the Issued Capital.

e The movement of stock options during the year ended March 31, 2016 are summarized below:

	Number of options-Grant 1	Number of options-Grant 2
Outstanding at the beginning of the year	981,820	125,000
Exercisable at the beginning of the year	Nil	Nil
Granted during the year	Nil	Nil
Granted Options Forfeited during the year	Nil	Nil
Exercised during the year	Nil	Nil
Expired during the year	73,779	125,000
Money realized by exercise of options	Nil	Nil
Outstanding at the end of the year	908,041	-

f For purposes of the proforma disclosures, the fair value of each option grant using the Black Scholes Option Valuation model with the following assumptions:

Particulars	Grant 1	Grant 2
Risk free interest rate	8.00%	8.77%
Expected volatility	53.00%	77%
Years to Maturity from Grant date	1	Average 3.5 Years
Stock Price at the time of Option grant	16.4	21.05
Expected Dividends	Not separately included, factored in volatility working	
Calculations	Grant 1	Grant 2
Options granted	1,200,000	125,000
Options Lapsed	291,959	125,000
Net options granted	908,041	-
Exercise Price	10.00	10.00
Market Price on grant date	16.40	21.05
Intrinsic Value	6.40	11.05
Fair Value based on Black Scholes Method	7.65	15.58
Charged during the year to employee cost based on Intrinsic Value (Before Group allocation) (₹ in millions)	(0.47)	(0.45)
Chargeable to employee cost based on Fair Value (₹ in millions)	(0.56)	(0.60)
Additional charged if Fair Value taken (₹ in millions)	(0.09)	(0.15)

Note: The difference in basic and diluted EPS is insignificant under both the methods.

34 Staff benefits cost in accordance with Accounting Standard 15 (Revised 2005)

Retirement Benefits: Payments under defined contribution plans like Provident Fund and Family Pension have been charged to Profit & Loss Account as and when made.

Disclosure for defined benefit plan - Gratuity (non funded):

The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. The Gratuity Scheme provides for a lump sum payment to employees who have completed at least five years of service with the Company, based on salary and tenure of employment. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary. The Gratuity Scheme is a non-funded scheme and the Company intends to discharge this liability through its internal resources.

1 The following table sets out the non-funded status of the Gratuity and Leave encashment scheme in respect of employees of the Company:

(₹ in millions)

Particulars	Gratuity		Leave encashment	
	Year Ended	Year Ended	Year Ended	Year Ended
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Change in the present value of defined benefits obligation				
Present value of Defined Benefits Obligation at the beginning of the year	9.39	9.81	6.64	8.16
Service cost	1.16	1.08	0.91	0.77
Interest cost	0.71	0.91	0.51	0.75
Actuarial loss/ (gain)	9.65	1.02	(0.24)	(1.37)
Benefits paid	(0.51)	(3.42)	(0.13)	(1.68)
Present Value of Defined Benefits Obligation at the end of the year	20.40	9.39	7.69	6.64

2 Net gratuity cost and Leave encashment for the year ended 31 March 2016 comprises the following components:

Particulars	Gratuity		Leave encashment	
	Year Ended	Year Ended	Year Ended	Year Ended
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Service cost	1.16	1.08	0.91	0.77
Interest cost	0.71	0.91	0.51	0.75
Expected return on assets	-	-	-	-
Actuarial loss/(gain)	9.65	1.02	(0.24)	(1.37)
Net gratuity cost	11.52	3.01	1.18	0.15

3 The actuarial assumptions used in accounting for the Gratuity plan and Leave encashment were as follows:

Particulars	Gratuity		Leave encashment	
	Year Ended	Year Ended	Year Ended	Year Ended
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Rate of interest	8% per annum	7.80% per annum	8% per annum	7.80% per annum
Rate of increase in compensation levels	7% per annum	7% per annum	7% per annum	7% per annum
Withdrawal rate	1%	1%	1%	1%
Mortality Rate	Indian Assures Lives (2006-08) Ult. Mortality Rates.			
Retirement age	58 years	58 years	58 years	58 years

35 The total value of sales for project mentioned in note 36 for which revenue recognition is applicable is ₹ 11,098 millions. Out of which ₹ 9,371 millions was recognised in previous year and ₹ 18.13 millions is recognised revenue for the year as per percentage completion method. The remaining amount i.e. outstanding book size is ₹ 1,708 millions.

36 The following is the summary of the projects for which revenue has been recognised

	Location wise	Sale Consideration as on 31 st Mar 2016	Revenue Recognised till 31 st Mar 2015	Revenue Recognised for FY 15-16	Outstanding Book Size
1 Completed Projects					
	Indage House	131.00	131.00	-	-
	Limave House	71.50	71.50	-	-
		202.50	202.50	-	-
2 On going Projects					
	Napean Sea Road	5,268.40	3,932.83	31.78	1,303.79
	Lower Parel	5,017.30	4,702.92	(16.38)	330.75
	Prarthna Samaj	609.11	532.89	2.74	73.48
		10,894.80	9,168.65	18.13	1,708.02
	Total	11,097.30	9,371.14	18.13	1,708.02

37 Remuneration paid to the Executive Chairman and Managing Director & CEO amounting to ₹ 9.6 millions is subject to Central Government approval.

38 Corporate Social Responsibility Expenditure

In view of the losses being incurred ,no amount is required to be spent on corporate social responsibility expenditure in terms of section 135 of companies Act,2013.

39 Previous Year Figures

The previous year's figures have been recast / regrouped / rearranged wherever considered necessary.

As per our report attached

For and on behalf of the Board Of Directors

Sharp and Tannan

Chartered Accountants
Firm's Registration Number 109982W
by the hand of

Pujit Aggarwal
Managing Director & CEO
(DIN 00133373)

Abdul Mohammad Sattar
Director
(DIN 06656299)

Milind P.Phadke
Partner
Membership No. 33013
Place : Mumbai.
Date: 18th May 2016

Dinesh Bhalotia
Chief Financial Officer

Place : Mumbai.
Date: 18th May 2016

Ronak Kalathiya
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of Orbit Corporation Limited

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Orbit Corporation Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's responsibility for the consolidated financial statements

The Holding Company's board of directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The respective board of directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's board of directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of matter

We draw attention to Note 27(2(a)) to the financial statements as regards the income tax demands received by the Group for the assessment years 2004-05 to 2012-13 amounting to Rs. 1924.50 millions. The Company has filed appeals against these demands and the matter is sub-judice. Our opinion is not qualified in respect of this matter.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other matters

We did not audit the financial statements of 3 subsidiaries, whose financial statements reflect total assets of Rs 5742.74 million as at 31 March 2016, total revenues of Rs.2.52 million and net cash flows amounting to Rs.(5.72) million for the year ended on that date, as considered in the consolidated financial statements. These financial statements are **unaudited / certified by management** and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on such **unaudited financial statements / financial statements certified by management**.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to the financial statements certified by the management.

Report on other legal and regulatory requirements

- 1 As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the unaudited financial statements/financial statements certified by the management.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the board of directors of the Holding Company and from the directors of the subsidiaries taken on record by the board of directors of the respective Companies, none of the directors of the Group companies is disqualified as on 31 March 2016 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – refer note 27 to the consolidated financial statements.
 - (ii) No provision is required to be made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) There are no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

Sharp & Tannan
Chartered Accountants
Firm's registration no. 109982W
By the hand of

Milind P. Phadke
Partner
Membership no. 033013

Mumbai, 18th May 2016

Annexure 'A' To the Independent Auditor's Report of even date on the consolidated financial statements of Orbit Corporation Limited
(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements')

We have audited the internal financial controls over financial reporting of Orbit Corporation Limited ('the Holding Company') and its subsidiary company which is incorporated in India as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective board of directors of the of the Holding company and its subsidiary company which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the company's internal financial controls over financial reporting as at 31st March, 2016:

The segregation of duties in Finance & accounts department as envisaged in the internal control system of the company was not effectively implemented due to high rate of attrition of the staff. This area needs to be strengthened to ensure effective operation of the internal control system

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, because of the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has not maintained adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were not operating effectively as of March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 standalone financial statements of the Company, and these material weaknesses do not affect our opinion on the financial statements of the Company.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 000452N
by the hand of

Mumbai, 18th May 2016

MILIND P. PHADKE
Partner
Membership No. 033013

Orbit Corporation Limited
Consolidated Balance Sheet as at 31st March 2016

(₹ in millions)

Particulars	Note No	As at	As at
		31st March 2016	31st March 2015
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	2	1,139.62	1,139.62
Application Money Pending Allotment		-	4.37
Reserves and surplus	3	3,246.76	6,839.87
		<u>4,386.38</u>	<u>7,983.86</u>
2 Minority Interest		1,249.45	1,281.47
3 Non-current liabilities			
Long-term borrowings	4	3,348.06	3,830.95
Other long term liabilities	5	324.64	427.37
Long-term provisions	6	29.42	16.49
		<u>3,702.12</u>	<u>4,274.80</u>
4 Current liabilities			
Short-term borrowings	7	1,627.17	1,652.09
Trade payables	8	2,226.07	1,013.05
Other current liabilities	9	11,658.49	9,214.32
Short-term provisions	10	727.09	369.93
		<u>16,238.82</u>	<u>12,249.38</u>
TOTAL		<u>25,576.77</u>	<u>25,789.51</u>
II. ASSETS			
1 Non-current assets			
Fixed assets			
Tangible assets	11	146.49	179.54
Non-current investments	12	0.59	0.59
Deferred tax assets (net)	33	474.02	474.02
Long-term loans and advances	13	8,965.67	8,778.65
		<u>9,586.77</u>	<u>9,432.80</u>
2 Current assets			
Inventories	14	6,696.95	7,606.69
Trade receivables	15	4,027.77	3,964.44
Cash and cash equivalents	16	137.45	140.66
Short-term loans and advances	13	1,579.57	1,225.65
Other current assets	17	3,548.26	3,419.26
		<u>15,990.00</u>	<u>16,356.71</u>
TOTAL		<u>25,576.77</u>	<u>25,789.51</u>

Significant Accounting Policies

1

The notes referred to above form an integral part of the financial statements

As per our report attached
Sharp and Tannan
Chartered Accountants
Firm's Registration Number 109982W
by the hand of

For and on behalf of the Board Of Directors

Pujit Aggarwal
Managing Director & CEO
(DIN 00133373)

Abdul Mohammad Sattar
Director
(DIN 06656299)

Milind P. Phadke
Partner
Membership No. 33013

Dinesh Bhalotia
Chief Financial Officer

Ronak Kalathiya
Company Secretary

Place : Mumbai.
Date: 18th May 2016

Place : Mumbai.
Date: 18th May 2016

Orbit Corporation Limited
Consolidated Statement of Profit and Loss for the year ended 31st March 2016

(₹ in millions)

Particulars	Note No	Year Ended 31st March 2016	Year Ended 31st March 2015
Revenue from operations	18	19.60	1,350.67
Other income	19	108.52	60.17
Total Revenue		128.12	1,410.84
Expenses:			
Cost of Real Estate Purchase , Materials and Consumption Expenses	20	108.01	450.08
Changes in inventories of finished goods and work in progress	21	1,264.23	(391.42)
Employee benefits expenses	22	119.09	125.29
Finance costs	23	1,815.34	1,778.88
Depreciation and amortization expenses	11	28.75	31.93
Other expenses	24	415.81	223.99
Total Expenses		3,751.23	2,218.75
Profit / (loss) before exceptional items and tax		(3,623.11)	(807.90)
Exceptional items		-	239.93
Profit / (Loss) before tax		(3,623.11)	(1,047.83)
Tax expense			
Current tax		(0.17)	(8.03)
Less: Mat credit entitlement		-	
Deferred tax		-	32.34
Short provision of tax in respect of earlier year		-	-
Profit after tax		(3,623.28)	(1,023.52)
Minority Interest		(32.02)	(7.98)
Profit / (loss) for the year		(3,591.26)	(1,015.54)
Earnings per share (Basic and diluted) - Rupees	25	(31.51)	(8.91)
Face value per share - Rupees		10.00	10.00

The notes referred to above form an integral part of the financial statements

As per our report attached
Sharp and Tannan
Chartered Accountants
Firm's Registration Number 109982W
by the hand of

For and on behalf of the Board Of Directors

Pujit Aggarwal
Managing Director & CEO
(DIN 00133373)

Abdul Mohammad Sattar
Director
(DIN 06656299)

Milind P.Phadke
Partner
Membership No. 33013

Dinesh Bhalotia
Chief Financial Officer

Ronak Kalathiya
Company Secretary

Place : Mumbai.
Date: 18th May 2016

Place : Mumbai.
Date: 18th May 2016

Orbit Corporation Limited

Consolidated Cash Flow Statement for the year ended 31st March 2016

(₹ in millions)

	Year ended 31st March 2016	Year ended 31st March 2015
A. Cash Flow from operating activities		
Net profit before tax	(3,623.11)	(1,047.83)
Adjustments For:		
Depreciation	28.75	31.93
Interest expense	1,815.34	1,778.88
Employee stock option	(0.92)	1.34
Wealth Tax	-	0.23
Goodwill on consolidation derecognised	-	8.47
Notional profit on sale of subsidiary	-	(9.88)
(Profit)/Loss on sale of assets	0.26	(0.46)
Assets written off as per new companies act	-	4.57
Income from investment and Bank Deposits	(4.19)	(24.27)
Operating profit before working capital changes	(1,783.87)	742.97
Adjustments for:		
(Increase)/decrease in inventories	909.74	(174.80)
(Increase)/decrease in trade and other receivables	(63.33)	418.56
(Increase) / decrease in loans and advances	(532.86)	405.65
(Increase) / decrease in other current assets	(129.00)	(760.14)
Increase / (decrease) in trade payables and other liabilities	1,106.07	172.00
Increase / (decrease) in Advances received	(242.53)	(175.71)
Increase / (decrease) in other liabilities	481.20	36.42
Increase / (decrease) in Provisions	374.23	112.43
Cash generated from operations	119.66	777.38
Direct taxes paid	(28.61)	(40.54)
Wealth tax paid	-	(0.29)
Net cash from operating activities	91.06	736.54
B. Cash flow from investing activities		
Purchase of fixed assets	(2.33)	(3.73)
Proceeds from sale of Fixed Assets	6.37	4.69
Decrease of assets on sale of subsidiary	-	36.65
Income from investments and Bank Deposits	1.06	24.27
Net cash (used in)/from investing activities	5.09	61.88
C. Cash flow from financing activities		
Application Money Pending Allotment	-	4.37
Refund of Advance to Employee under ESOP	(4.37)	-
Proceeds Long Term Borrowings (Net)	203.45	151.71
Proceeds Short Term Borrowings (Net)	(24.92)	(1,154.82)
Interest paid	(273.53)	(737.95)
Net cash (used in)/from financing activities	(99.36)	(1,736.69)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(3.21)	(938.28)
Cash and cash equivalents at the beginning of the year	140.66	1,078.93
Cash and cash equivalents at the end of the year	137.45	140.66

Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 "Cash Flow Statements" prescribed under the Companies (Accounting Standards) Rules, 2006.
- Cash and cash equivalents represent cash and bank balances.
- The reported cashflows are inclusive of the movements resulting from subsidiaries amalgamated during the last Year.

As per our report attached

For and on behalf of the Board of Directors

Sharp and Tannan

Chartered Accountants
Firm's Registration Number 109982W
by the hand of

Pujit Aggarwal
Managing Director & CEO
(DIN 00133373)

Abdul Mohammad Sattar
Director
(DIN 06656299)

Milind P. Phadke

Partner
Membership No. 33013

Dinesh Bhalotia
Chief Financial Officer

Ronak Kalathiya
Company Secretary

Place : Mumbai.
Date: 18th May 2016

Place : Mumbai.
Date: 18th May 2016

1 Significant Accounting Policies

1.1 Basis of Accounting:

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles ('GAAP') and in compliance with the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006 and other requirements of the Companies Act, 2013. Insurance and other claims are accounted for as and when admitted by the appropriate authorities.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets, provision for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Any revisions to accounting estimates are recognised prospectively in the current and future periods. Wherever changes in presentation are made, comparative figures of the previous Period are regrouped accordingly.

1.2 Revenue Recognition

Income from real estate sales is recognised on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration.

Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company. Revenue from construction and project related activity is recognised by applying Percentage Completion Method (PCM) to sale of tenements. Percentage of completion is determined as a proportion of cost incurred to date (excluding property acquisition cost) to the total estimated project cost (excluding property acquisition cost). Project becomes eligible for revenue recognition when the percentage of completion of project exceeds 25%.

1.3 Fixed Asset

Fixed assets are capitalised at acquisition cost, including directly attributable costs such as freight, insurance and specific installation charges for bringing the assets to working condition for use.

Expenditure relating to existing fixed assets is added to the cost of the assets, where it increases the performance / life of the asset as assessed earlier.

Fixed assets are eliminated from financial statements either on disposal or when retired from active use.

1.4 Intangible assets and Amortisation

Intangible assets are recognised as per the criteria specified in Accounting Standard (AS) 26 'Intangible Assets'.

Intangible asset are recognised at cost of acquisition and are tested for impairment on annual basis.

1.5 Investments

Investments are classified into long term and current investments.

Long term investments are carried at cost. Provision for diminution, if any, in the value of each long term investment is made to recognise a decline, other than of a temporary nature.

Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.

1.6 Inventories

Inventory of finished tenements are valued at lower of the cost or net realizable value. Inventories of work in progress includes cost of land, premium for development rights, construction costs and allocated interest and expenses incidental to the projects undertaken by the Company and are valued at cost.

1.7 Depreciation

Depreciation on fixed assets has been computed and provided on the basis of useful life of fixed assets specified in schedule II to the Companies Act, 2013.

1.8 Employee Stock Option Scheme

Employee Stock Options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed by Guidance Note on 'Accounting for Employee Share-based payments' issued by ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines 1999 issued by SEBI. The excess of market value, if any, of the stock options as on the date of vesting over the exercise price of the options is recognised as deferred employee compensation and is charged to the profit and loss account on vesting basis over the vesting period of the options. The un-amortized portion of the deferred employee compensation, if any, is reduced from Employee Stock Option Outstanding.

1.9 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily takes a substantial period over twelve months of time to get ready for its intended use or sale.

All other borrowing costs are recognised as expense in the period in which they are incurred.

1.10 Retirement Benefits

Retirement benefits to the employees comprise of payments under defined contribution plans like Provident Fund and Family Pension. The liability in respect of defined benefit scheme like Gratuity is provided on the basis of actuarial valuation as at the Period end. Provisions for / contributions for leave encashment benefits are made on actual basis.

1.11 Taxes on income

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

1.12 Provisions, Contingent liabilities and Contingent assets

a Provision are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- i. the Company has a present obligation as a result of past event,
- ii. a probable outflow of resources is expected to settle the obligation; and
- iii. the amount of the obligation can be reliably estimated.

b Reimbursements by another party, expected in respect of expenditure required to settle a provision, is recognised when it is virtual certain that reimbursement will be received if obligation is settled.

c Contingent liability is disclosed in the case of

- i. a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. a possible obligation, unless the probability of outflow of resources is remote.

d Contingent assets neither disclosed nor recognised.

e Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date.

1.13 Events occurring after the date of balance sheet

Where material, events occurring after the date of the Balance Sheet are considered upto the date of approval of accounts by the Board of Directors.

1.14 Foreign Currency Transactions

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates the relevant transactions take place.

Monetary Assets and Liabilities in foreign currency, outstanding at the close of the Period, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss is accounted during the Period.

1.15 Earnings Per Share

The amount considered in ascertaining the Company's earnings per share constitutes the net loss after tax.

The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the Period.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Diluted EPS is calculated on the number of equity shares outstanding as on the balance sheet date and also the dilutive component of employee stock options. Dilutive nature have been calculated as difference between fair value i.e. Average six months daily closing price as on 31 March 2016 and actual conversion price for such warrants.

	As at 31st March 2016		As at 31st March 2015	
	Number	Amounts	Number	Amounts
2 Share Capital				
Authorised Equity Capital				
Equity Shares of ₹ 10 each	199,750,000	1,997.50	199,750,000	1,997.50
Redeemable Non cumulative Preference share of ₹ 10 each	250,000	2.50	250,000	2.50
	200,000,000	2,000.00	200,000,000	2,000.00

Issued, Subscribed and Paid up

Equity Shares of ₹ 10 each	113,961,890	1,139.62	113,961,890	1,139.62
Redeemable Non cumulative Preference share of ₹ 10 each	-	-	-	-
	113,961,890	1,139.62	113,961,890	1,139.62

a. Reconciliation of shares outstanding at beginning and at end of reporting year

Equity Capital	Number	Amounts	Number	Amounts
Balance at the beginning of the year	113,961,890	1,139.62	113,961,890	1,139.62
Add : Issued during the Year	-	-	-	-
Less: Bought back during the Year	-	-	-	-
Balance at the end of the Year	113,961,890	1,139.62	113,961,890	1,139.62

b Terms/ Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹10/- per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting, except interim dividend.

In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets, if any of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Terms/ Rights attached to Preference Shares

If at any time, the share capital by reason of issue of Preference shares or otherwise is divided into different classes of shares, then all or any of the rights and privileges attached to any class, then the rights and restrictions attaching to the Redeemable Preference Shares shall differ from those attaching to Equity Shares as follows:

The Redeemable Preference Shares carry rights to receive dividends.

The holders of Redeemable Preference Shares have no rights to receive notices of, attend or vote at general meetings except in certain limited circumstances affecting their interests & rights.

Subject to the provisions of the Companies Act 2013, the Company shall have the right to redeem the Redeemable Preference Shares at any time on giving not less than seven days' written notice.

On a distribution of assets of the Company, on a winding-up or other return of capital (subject to certain exceptions), the holders of Redeemable Preference Shares have priority over the holders of Ordinary Shares to receive the capital paid-up on those shares.

c Shareholding more than 5 percent

Name of the shareholder	As on 31st March 2016		As on 31st March 2015	
	No of Shares held	% of Shareholding	No of Shares held	% of Shareholding
Mr. Ravi Kiran Aggarwal	6,863,318	6.02%	9,051,547	7.94%
Mr. Pujit Aggarwal	16,925,965	14.85%	16,925,965	14.85%

d Shares reserved for issue under options**ESOP Scheme 2012**

At an Annual General Meeting held on 24th September, 2012 resolution to grant upto 1,200,000 options to employees was approved which entitles the option holders to subscribe to one equity shares of the company of face value of ₹10 per option granted at grant price on such terms and conditions as may be fixed or determined by the board.

(Refer Note 34 for details)

e Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and brought back during the last 5 years to be given for each class of shares**Preference share**

Year Ended	Face Value	Bonus issue	Redemption of shares	Without payment received in cash
31 March 2016				
31 March 2015	-	-	-	-
31 March 2014	-	-	-	-
31 March 2013	-	-	-	-
31 March 2012	10	-	160,000	-
Total			160,000	

Orbit Corporation Limited
Notes to the Consolidated Financials Statements for the year ended 31st March 2016

(₹ in millions)

	As at 31st March 2016	As at 31st March 2015
3 Reserves and retained earnings		
Capital Redemption Reserve		
Balance at the beginning of the Year	1.89	1.89
Add: Transfer from Profit /Loss account		-
Balance at the end of the Year	1.89	1.89
Securities Premium Reserve		
Balance at the beginning of the Year	3,736.55	3,736.55
Add: Received during the Year		-
Balance at the end of the Year	3,736.55	3,736.55
Share of Securities Premium in Subsidiaries	945.09	945.09
Debenture Redemption Reserve		
Balance at the beginning of the Year	1,500.00	1,500.00
Add: Additions during the Year		-
Less: Deletion during the Year		-
Balance at the end of the Year	1,500.00	1,500.00
Employees Stock Options outstanding		
Balance at the beginning of the Year	7.66	7.18
Add: Additions during the Year	-	1.38
Less: Deletion during the Year	1.85	0.90
Balance at the end of the Year	5.81	7.66
General Reserve		
Balance at the beginning of the Year	281.48	281.48
Add: Additions during the Year	-	-
Balance at the end of the Year	281.48	281.48
Surplus / (deficit) in the statement of profit and loss		
Balance at the beginning of the Year	367.20	1,396.02
Profit / (Loss) for the Year	(3,591.26)	(1,015.54)
Less: Adjustment for disposal of subsidiaries	-	8.71
Less: Assets written off as per new companies act, 2013	-	4.57
Less: Transfer to General Reserve	-	-
Balance at the end of the Year	(3,224.06)	367.20
Total Reserves & Surplus	3,246.76	6,839.87

	As at 31 March 2016		As at 31 March 2015	
	Non Current	Current	Non Current	Current
4 Borrowings				
a Secured Loans				
Debtentures				
1,470 (Previous Year 1470) Secured Non Convertible Debtentures of ₹ 1,000,000 each.	250.00	1,220.00	760.00	710.00
140 (Previous Year 140) Secured Non Convertible Debtentures of ₹ 10,000,000 each.	-	1,400.00	-	1,400.00
Vehicle loans from banks	13.26	11.90	13.95	15.54
Loans from Banks	1,139.24	1,100.41	1,134.09	764.30
Loans from Institutions	-	941.40	-	941.40
	1,402.50	4,673.71	1,908.04	3,831.24
b Unsecured Loans				
Debtentures				
9,473 (Previous Year 9,473) 14.75% Compulsorily Convertible Debtentures of ₹ 100,000 each	947.30	-	947.30	-
Loans and advances from related parties				
From Holding Company	0.02	-	0.02	-
From Directors (interest free)	723.85	-	698.96	-
From Other Bodies corporate	159.39	-	161.63	-
Others				
From Other Bodies corporate	100.00	23.15	100.00	179.28
From others	15.00	-	15.00	-
	1,945.56	23.15	1,922.90	179.28
Total Borrowings	3,348.06	4,696.86	3,830.95	4,010.52

c Details of borrowings guaranteed by the directors

-Long Term

Non Convertible Debtentures	2,870.00
Vehicle Loans	25.16
Loans from banks	2,239.66
Loans from Institutions	941.40

-Short Term

Others	297.54
Total	6,373.75

d During the year the Company has defaulted in repayment of loans and interest in respect of the following:

(` in millions)

Particulars	Year (upto balancesheet date)						Total
	One Day	More than One day to Six months	More than Seventh month to Twelve months	More than Twelve months to Twenty four Months	More than Twenty four months		
1 Principal							
Loans from banks	94.51	94.51	-	299.40	464.90	953.32	
Loans from Institutes	-	-	-	-	941.40	941.40	
Non Convertible Debtentures	-	470.00	565.00	905.00	170.00	2,110.00	
Others	-	-	-	-	1,201.67	1,201.67	
Total Principal*	94.51	564.51	565.00	1,204.40	2,777.97	5,206.39	
2 Interest							
a Long Term Borrowings							
Non Convertible Debtentures	127.05	248.81	205.91	340.65	505.93	1,428.35	
Loans from banks	14.49	24.10	-	-	-	38.59	
Loans from Institutes	59.01	112.65	75.76	118.95	309.56	675.93	
b Short Term Borrowings							
Loans from banks	22.64	116.82	107.51	97.77	290.18	634.91	
Other Body corporate	102.59	159.82	120.88	611.85	42.48	1,037.62	
Total Default Interest*	325.78	662.20	510.06	1,169.21	1,148.14	3,815.40	

*The overdue amount is in various stages of reschedulement with respective banks and Financial institution

a) Details of Compulsorily Convertible Debtentures (CCDs) issued by the Company along with redemption details

The Company has entered into an investment agreement dated 27th January, 2010 (Investment Agreement) with IIL&S Trust Company Limited, IIRF India Realty X Limited, Moltana Holdings Limited, Rodere Holdings Limited and Orbit Corporation Limited for funding of Rs.1,650,000,000 using a combination of Debtentures and Equity. In accordance with such agreement, the following Debtentures were allotted:

Debtenture-holders	No. of Debtentures				Total
IIL & IS Trust Company Limited	66	46	140	13	265
Moltana Holdings Limited	2,284	1,604	4860	460	9,208
Total	2,350	1,650	5,000	473	9,473
Date of allotment	22 March 2010	2 April 2011	27 March 2012	31-Jan-14	
Date of redemption	21 March 2016	1 April 2017	26 March 2018	30-Jan-20	

b) Other relevant conversion terms of CCDs

CCD will be entitled to interest on the face value from the effective date till the date of conversion into equity shares, at the rate of 14.75%. Domestic taxes, if any on such interest needs to be borne by the Company.

Orbit

Notes to the Consolidated Financials Statements for the year ended 31st March 2016

At the end of 72 (seventy two) months from the date of issuance of the CCDs by the Company, the CCDs shall automatically convert into Equity shares to the extent not already converted, at the terms set out in the Investment Agreement.

The Investors shall have the right (but not the obligation) to convert at any time from the agreement date any or all of the CCDs into Equity shares of the Company, at the terms set out in the Investment Agreement.

On actual conversion of the CCDs, the number of fully paid Equity shares to be issued and allotted upon conversion of CCDs, shall be subject to appropriate adjustments for (i) any bonus issue of shares; or (ii) consolidation or sub-division of shares, including a share split; or (iii) issue of shares on rights basis; or (iv) any other dilution or consolidation events that may have occurred prior to such conversion but after the Investment Agreement date.

c) The details of default in respect of Interest on Compulsorily Convertible Debtentures is as follows:-

Particulars	Year (upto balancesheet date)						Total
	One Day	More than One day to Six months	More than Seventh month to Twelve months	More than Twelve months to Thirty-six Months	More than Thirty-six months		
	27.39	54.77	136.93	316.17	410.01	945.28	

c Security Details

Sr No	Name of Lender	Facility & Loan Documentation	Amount Outstanding (₹ in Mn.)	Interest Rate p.a	Repayment Schedule* (₹ in Mn.)
Details of security offered for Loan from Banks					
<i>Term loans and overdraft facilities which are secured by registered mortgages of certain freehold lands / properties of the Company / Subsidiary Companies and / or against future receivables of the Company / Subsidiary Companies and / or directors' personal guarantee.</i>					
1	State Bank of India	Term loan	333.80	15.75%	Discussion going on with Bank
2	Union Bank of India	Term loan	430.50	15.90%	Discussion going on with Bank
3	Axis Bank	OD	284.09	15.25%	Twelve equal monthly installment starting from February 2016
4	Axis Bank	OD	336.02	14.95%	Entire Credit facility will have to be liquidated in June'2016 i.e.at the end of one year from the date of availment.
5	Axis Bank	Term loan	850.00	15.25%	Twelve equal monthly installment starting from February 2016
Vehicle Loan against hypothecation of respective vehicles and Directors' personal guarantee					
1	HDFC Bank Ltd, ICICI Bank and Canara Bank	Vehicle Loan	25.16	various rates @ average of 10.86%	Various installments upto October 2018
Details of security offered for Loan from Institutions					
<i>Term loans and overdraft facilities which are secured by registered mortgages of certain freehold and leasehold lands / properties of the Company / Subsidiary Companies and / or against future receivables of the Company / Subsidiary Companies and / or directors' personal guarantee/pledge of shares</i>					
1	LIC - Non Convertible Debenture (NCDs)	Working Capital Loan	1470	13.32%	Quarterly payment of Rs 30 mn - Jan 2014 to July 2014 Overdue not paid Quarterly payment of Rs 90 mn - October 2014 to July 2015 Overdue not paid Quarterly payment of Rs 130 mn- October 2015 to July 2016 Quarterly payment of Rs 125 mn -October 2016 to July 2017
2	Edelweiss Commodities Services Ltd.- NCDS	General Corporate Purposes	1400	14%	Principle loan overdue
3	LIC Housing Finance Ltd.	Term loan	877.08	16.00%	Discission going on with Institutes
4	IFCI Ltd	Corporate Loan	64.32	18.75%	Discission going on with Institutes
Details of security offered for Loan from Corporate					
<i>Secured by registered mortgages of certain freehold lands / properties of the Company / Subsidiary Companies and / or directors' personal guarantee.</i>					
1	JBF Industries Limited	Corporate Loan	150.00	26%	Discussion going on with all concerns lenders
2	Capri Global Advisory Services Pvt Ltd	Corporate Loan	36.21	24%	
3	Parshwanath Buildcon Pvt Ltd	Corporate Loan	10.00	24%	
4	Sukumar Properties Pvt. Ltd	Corporate Loan	5.00	24%	
5	Capri Global Advisory Services Pvt Ltd	Corporate Loan	566.79	23%	
6	Parshwanath Buildcon Pvt Ltd	Corporate Loan	433.67	23%	

*The repayment schedule provides status as on 31st March 2016. However, the same may undergo substantial modification as overdue amount is in various stages of reschedulement with respective banks and Financial institutions.

Orbit Corporation Limited
Notes to the Consolidated Financials Statements for the year ended 31st March 2016

(₹ in millions)

	As at 31st March 2016	As at 31st March 2015
5 Other Long term liabilities		
Advances from customers	319.91	422.89
Application money for I.P.O. to be refunded	0.01	0.01
Deposits	4.72	4.47
	<u>324.64</u>	<u>427.37</u>
6 Long Term Provision		
Provision for Leave Encashment	7.69	6.64
Provision for Gratuity	21.73	9.85
	<u>29.42</u>	<u>16.49</u>
7 Short-term borrowings		
Secured		
From Others	1,201.67	1,201.67
Unsecured		
Related Party		
From Other Body corporate	-	4.92
Others		
From Other Bodies corporate	425.50	425.50
From Others	-	20.00
	<u>1,627.17</u>	<u>1,652.09</u>
8 Trade Payables		
- Dues to Micro, small and medium enterprises		
- Others		
Goods supplied	390.38	485.55
Expenses	1,093.93	280.78
Others	741.76	246.72
	<u>2,226.07</u>	<u>1,013.05</u>
9 Other Current Liabilities		
Current maturities of long term borrowings (refer note no.4)	4,696.86	4,010.52
Interest accrued and due on borrowings	4,760.65	3,453.18
Redemption premium on Debentures	108.95	-
Unpaid Dividend	45.96	45.96
Others Statutory Liabilities	630.82	359.87
Others Current Liabilities	286.42	76.42
Advances from customers	1,128.83	1,268.38
	<u>11,658.49</u>	<u>9,214.32</u>
10 Short Term Provision		
Provision for Expenses	487.13	126.13
Provision for taxation	238.63	242.76
Provision for wealth tax	0.72	0.72
Provision for compensated absences	0.61	0.32
	<u>727.09</u>	<u>369.93</u>

11	Particulars	Tangible assets											Total	
		Land Freehold	Flat	Plant and equipment	Site Equipment	Furniture and fixtures	Office equipment	Vehicles	Leasehold improvements	Computers	Business Communication System	Yacht		Boat
	Gross block													
	Balance as at 31 March 2014	0.51	54.66	99.24	4.44	83.15	13.49	122.75	18.81	15.51	7.13	60.73	20.39	500.81
	Additions	-	-	-	-	0.01	0.09	3.31	-	0.06	0.26	-	-	3.73
	Disposals	-	-	-	-	1.44	-	8.07	-	-	-	-	-	9.51
	Adjusted as per new Companies Act	-	-	-	-	-	6.52	2.64	-	11.82	2.83	-	-	23.82
	Other Adjustments	-	-	-	-	0.14	-	-	-	0.04	-	-	-	0.18
	Balance as at 31 March 2015	0.51	54.66	99.24	4.44	81.58	7.06	115.35	18.81	3.71	4.56	60.73	20.39	471.03
	Additions	-	-	-	-	-	0.08	2.09	-	0.14	0.03	-	-	2.33
	Disposals	-	-	-	-	5.00	-	0.03	-	-	-	-	6.76	6.63
	Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
	Balance as at 31 March 2016	0.51	54.66	99.24	4.44	76.58	7.14	117.40	18.81	3.85	4.59	60.73	13.63	466.73
	Accumulated depreciation and amortisation													
	Balance as at 31 March 2014	-	10.74	51.54	1.88	55.42	8.41	67.86	14.89	13.89	3.67	45.62	10.29	284.20
	Depreciation charge	-	0.79	4.90	0.31	6.72	1.55	10.38	1.97	0.41	1.58	2.27	1.06	31.93
	Reversal on disposal of assets	-	-	-	-	-	-	5.29	-	-	-	-	-	5.29
	Adjusted as per new Companies Act	-	-	-	-	-	4.19	2.47	-	10.81	1.78	-	-	19.25
	Other Adjustments	-	-	-	-	0.07	-	-	-	0.04	-	-	-	0.11
	Balance as at 31 March 2015	-	11.53	56.43	2.19	62.07	5.77	70.49	16.86	3.44	3.47	47.89	11.35	291.49
	Depreciation charge	-	0.79	4.90	0.31	5.71	1.06	9.96	1.96	0.19	0.66	2.27	0.96	28.75
	Reversal on disposal of assets	-	-	-	-	-	-	-	-	-	-	-	5.15	5.15
	Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
	Balance as at 31 March 2016	-	12.31	61.33	2.50	67.78	6.83	80.45	18.81	3.63	4.13	50.16	7.16	315.09
	Net block													
	Balance as at 31 March 2015	0.51	43.14	42.80	2.25	19.51	1.29	44.86	1.96	0.27	1.09	12.84	9.03	179.54
	Balance as at 31 March 2016	0.51	42.35	37.91	1.94	8.80	0.31	36.96	0.00	0.22	0.46	10.56	6.47	146.49

(₹ in millions)

14 Inventories	As at 31st March 2016	As at 31st March 2015
	Amount	Amount
Finished goods	-	-
Closing Work-in-Progress	6,696.95	7,606.69
	<u>6,696.95</u>	<u>7,606.69</u>
15 Trade receivables	As at 31st March 2016	As at 31st March 2015
	Amount	Amount
Outstanding for a Year exceeding six months from the date they are due for payment	4,027.77	3,856.86
Trade Receivable	-	107.58
	<u>4,027.77</u>	<u>3,964.44</u>
16 Cash and Bank Balances	As at 31st March 2016	As at 31st March 2015
	Amount	Amount
Cash and cash equivalents		
Cash on hand	28.61	30.85
Balances with banks		
on current accounts	15.97	15.43
on dividend accounts	2.46	3.01
Deposits with original maturity of less than 3 months		
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	90.41	91.37
	<u>137.45</u>	<u>140.66</u>
17 Other current assets	As at 31st March 2016	As at 31st March 2015
	Amount	Current
Interest Accrued on Fixed Deposits	-	-
Unbilled Customers	3,548.26	3,419.26
	<u>3,548.26</u>	<u>3,419.26</u>

	<u>For the Year Ended 31st March 2016</u>	<u>For the Year Ended 31st March 2015</u>
18 Revenue from operations		
Revenue recognised for projects under progress (Details refer note no.36)	19.60	983.18
Others	-	367.50
	<u>19.60</u>	<u>1,350.67</u>
19 Other Income		
Interest Income		
-Bank Deposits	4.19	24.27
-Other Advances	-	15.93
Dividend		
-Mutual Funds	-	-
-Shares	0.00	0.00
Others		
Gain on sale of subsidiary	-	9.88
-Profit/loss on Sale of Asset	(0.26)	0.46
-Other Income	104.59	9.63
	<u>108.52</u>	<u>60.17</u>
20		
Cost of Real Estate Purchase , Materials and Consumption Expenses		
Property Acquisition Cost (Including Tenants Buyback and Accommodation cost)	37.68	316.79
Project Material Cost	9.25	49.96
Labour Charges / Works Contract charges	36.64	34.92
Legal and Professional fees	2.35	7.38
Insurance	0.50	0.03
Approval and permissions charges	4.21	-
Other Direct expenses related to Projects	17.38	41.00
	<u>108.01</u>	<u>450.08</u>
21 Change in Inventories		
Opening Work-in-Progress		
Finished goods	-	-
Work in progress	7,606.69	7,431.89
Adjustments on account of stock valuation	354.49	-
Add/(less) :		
Reduction of inventory on account of dilution in subsidiary / projects	-	216.62
Closing Work-in-Progress		
Finished goods	-	-
Work in progress	6,696.95	7,606.69
	<u>1,264.23</u>	<u>(391.42)</u>
22 Employee Related Costs		
Salaries ,Wages ,bonus and Benefits	109.78	112.11
Contribution to Provident Fund	5.62	5.42
Employee Stock Option Scheme	(0.92)	1.34
Staff Welfare Expenses	4.61	6.42
	<u>119.09</u>	<u>125.29</u>
23 Finance costs		
Interest on Debentures	670.05	629.39
Redemption Premium on Debentures	108.95	-
Interest on Other Loan	952.78	1,000.89
Interest on Income tax	77.48	55.76
Other Interest and Finance Charges	0.36	47.87
Compensation Expense	5.72	44.97
(Also refer note no.30)	<u>1,815.34</u>	<u>1,778.88</u>

Notes to the Consolidated Financials Statements for the year ended 31st March 2016

	For the Year Ended 31st March 2016	For the Year Ended 31st March 2015
24 Other Expenses		
Legal and Professional fees	22.45	124.99
Labour charges	3.15	15.73
Insurance	2.96	1.16
Rent	14.51	32.47
Rates and Taxes	5.91	13.31
Approvals and permissions charges	1.05	1.52
Repairs and Maintenance		
-Buildings	-	
-Plant and Machinery	-	
-Others	3.55	0.26
Business Promotion	14.50	16.21
Auditors Remuneration	3.58	3.67
Loss on Sale of Property Rights	280.81	-
Advertisement and Publicity	0.87	0.77
Travelling Expenses	3.33	3.23
Wealth Tax	-	0.30
Maintenance Charges	34.39	-
Other general and administration Expenses	24.74	10.37
	415.81	223.99

25 Earnings Per Share

Particulars	For the year Ended 31st March 2016	For the year Ended 31st March 2015
Net Profit attributable to Equity Share Holder	(3,591.26)	(1,015.54)
Number of shares outstanding at the end of the year	113,961,890	113,961,890
Weighted Average number of shares	113,961,890	113,961,890
Weighted average number of potential equity shares on account of employee stock options	-	0.62
Number of shares for computation of Diluted EPS	113,961,890	113,961,890
Basic EPS (In ₹.)	(31.51)	(8.91)
Diluted EPS (In ₹.)	(31.51)	(8.91)
Face Value per Equity Share(In ₹.)	10	10

Potential equity shares on account of employee stock options conversion would decrease loss per share and hence anti dilutive, are ignored in calculating diluted earnings per share.

26 Basis of Preparation

The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements", issued by the Companies Accounting Standard Amendment Rules, 2006. The CFS comprises the financial statements of Orbit Corporation Limited and its subsidiaries.

The significant accounting policies and notes to the CFS are intended for better understanding of the Group's financial position. In this respect, the Company has disclosed such policies and notes which represent the required disclosures.

27 Contingent Liabilities and Commitments**1 Corporate Guarantee**

^a The Holding Company had provided corporate guarantee on behalf of Bhagyodaya Infrastructure Development Limited, the principal contractor for few projects undertaken by the Company, for availing credit facility to the extent of ₹ 99.00 million from State Bank of India. Loan Outstanding as on 31st March 2016 is ₹ 131.95 millions including interest.

^b Claims made against the Companies and subsidiaries not acknowledged as obligations ₹ 86.25 millions (Previous year ₹ 94.00 millions).

It is not practical to estimate the timing of cash outflows, if any, in respect of Note b above, pending conclusion of negotiations.

2 Other money for which the company is contingently liable

^a In respect of the matter described in Note 32(b), the Holding Company has received Appeal orders for Assessment year 2004-05 to 2010-11 passed by CIT (Appeals) 38, Mumbai and also received demand notice U/s 156 of the Income Tax Act, 1961. As per the said demand notice, the Income Tax department has raised demand for Income Tax and interest thereon for an amount of ₹1760.11 millions. However, the company has contested the said order and the demand raised thereon by filing appeal before Income Tax Appellate Tribunal.

The Holding Company has received Assessment orders for Assessment year 2011-12 passed by Dy. Commissioner of Income Tax , Centre Circle-47, Mumbai U/s 143(3) of Income Tax Act 1961 and also received demand notice U/s 156 of the Income Tax Act 1961. As per said demand notice, the Income Tax department has raised demand for Income Tax & Interest thereon for an amount of ₹113.60 millions. However the company has contested the said order and the demand raised thereon by filing appeal before Commissioner of Income Tax (Appeals).

The Holding Company has received Assessment orders for Assessment year 2012-13 passed by Dy. Commissioner of Income Tax , Centre Circle-47, Mumbai U/s 143(3) of Income Tax Act 1961 and also received demand notice U/s 156 of the Income Tax Act 1961. As per said demand notice, the Income Tax department has raised demand for Income Tax and Interest thereon for an amount of ₹ 50.80 millions. However the company has contested the said order and the demand raised thereon by filing appeal before Commissioner of Income Tax (Appeals).

The company has received VAT Assessment Order passed by MVAT Authorities for the financial year 2006-07 and demand is raised of ₹ 7.40 millions including Tax, interest and penalty for which company has filed the 1st Appeal with appropriate authority and obtained the stay order.

The Company is confident that it will succeed in both the appeal filed based on the available documents & evidence and the liability will not get materialize.

- ^b On account of dispute with a customer where matter is sub-judice ₹66.48 mn
- ^c Suits filed against the Company under section 138 read with Section 141 of the Negotiable Instrument Act, 1881 ₹1001.40 mn.
- ^d Suit filed challenging the environmental clearance granted to a project of the company (Amount not ascertainable)
- ^e Complaint against the Company for contravention of Environmental Protection Act, 1986. (Amount not ascertainable)
- ^f Complaint with State Consumer dispute Redressal Commission, Maharashtra and National Consumer Dispute Redressal Commission, New Delhi. (Amount not ascertainable)
- ^g Complaint under section 3 read with section 13 of Maharashtra Ownership Plats (Regulation of production, of construction ,sale, Management & transfer) Act, 1963. (Amount not ascertainable)
- ^h LIC Housing Finance Ltd. has initiated action under Section 13(2) and 13(4) of the SARFAESI Act, 2002 by taking physical possession of the property (including land) belonging to the subsidiary company Ahinsa Buildtech Private Limited viz., ORP (excluding 155 apartments).. The Company has filed an application with the Debts Recovery Tribunal, seeking an order to restrain from taking further steps. The Hon'ble tribunal has granted an interim relief vide its order dated 29.04.2014, allowing the company to access the property for development with certain conditions.
- ⁱ IFCI limited has initiated action under Section 13(2) and 13(4) of the SARFAESI Act, 2002 for recovery of their dues . We are in continuous discussion with them for settlement and other avenues for repayment of the balance term loan .
- ^j A lender Bank has initiated actions under the provisions of the SARFAESI Act, 2002 for recovery of their dues.

28 Segment Reporting

The Company's business activities fall within a single segment, viz. real estate and redevelopment and predominantly operates in domestic market. Accordingly, disclosure requirements under Accounting Standard (AS) 17 'Segment Reporting', is not applicable.

29 Trade Receivables, Trade payable and loans and advances are subject to confirmation and reconciliation, if any

30 Borrowing cost

Borrowing cost specific to Project is capitalised as project cost and are charged to revenue based on percentage completion. Other Borrowing costs are charged to revenue.

During the year Interest cost of ₹ 1484.97 mns (Previous Year ₹ 996.11 mns) had been charged to revenue (including portion of accumulated interest).

31 The list of Subsidiaries included in the consolidated financial statements are as under:

Name of Subsidiary	Country of Incorporation	Proportion of ownership as at 31 st March, 2016	Proportion of ownership as at 31 st March, 2015
Orbit Highcity Private Limited	India	52.57%	52.57%
Ahinsa Buildtech Private Limited	India	85.00%	85.00%
Orbit Habitat Private Limited	India	100%	100%
Orbit Residency Private Limited	India	100%	100%

Orbit Corporation Limited

Notes to the Consolidated Financials Statements for the year ended 31st March 2016

32 Related Parties

1 List of related parties

	<p>a Key Management Personnel</p> <p>1 Mr. Ravi Kiran Aggarwal</p> <p>2 Mr. Pujit Aggarwal</p>	<p>Chairman & Executive Director</p> <p>Managing Director & CEO</p>
	<p>b Others</p> <p>Enterprises over which Key Managerial Personnel are able to exercise Significant influence</p> <p>1 Apex Hotel Enterprises Private Limited</p> <p>2 Emgee Foils Private Limited</p> <p>3 Orbit Compel Infra-Build Private Limited</p> <p>4 Orbit Entertainment Private Limited</p> <p>5 Orbit Exquisites Housing Private Limited</p> <p>6 Orbit Infraserve Private Limited</p> <p>7 Orbit Socio Foundation</p> <p>8 Revati Academic & Infrastructure Private Limited</p> <p>9 Ambuj Infrastructure Private Limited</p> <p>10 Brio Academic Infrastructure and Resource Management Private Limited</p> <p>11 Nitika Multitrading Private Limited</p> <p>12 Orbit Abode Private Limited</p> <p>13 Orbit Dwelling Private Limited</p> <p>14 Orbit Eduworld Private Limited</p> <p>15 Orbit Evolve Developers Private Limited</p> <p>16 Orbit Lifestyle City Developers Private Limited</p> <p>17 Orbit Parkcity Private Limited</p> <p>18 Orbit Parkland Developers Private Limited</p> <p>19 Orbit Power & Transmission Private Limited</p> <p>20 Orbit Raking Solutions Limited</p> <p>21 Orbit Facility Service Private Limited</p> <p>22 Orbit Translink & Logistics Private Limited</p> <p>23 Pheonix Appliances Private Limited</p> <p>24 Property Redevelopers Association</p> <p>25 Orbit Eduserve Private Limited.</p> <p>26 Orbit Evolve Infra Private Limited.</p>	

2 Names of the related parties with whom transactions were carried out during the year and description of relationship

	<p>a Key Management Personnel</p> <p>1 Mr. Ravi Kiran Aggarwal</p> <p>2 Mr. Pujit Aggarwal</p> <p>3 Smita Pramanik (w.e.f. 01.04.2015 to 30.05.2015)</p> <p>4 Dinesh Bhalotia (w.e.f. 09.11.2015)</p> <p>5 Manoj Jain (w.e.f. 1.04.2015 to 08.05.2015)</p> <p>6 Anurag Srivastav (w.e.f. 02.11.2015 to 13.02.2016)</p> <p>7 Ronak Kalathiya (w.e.f. 01.03.2016)</p>	<p>Chairman & Executive Director</p> <p>Managing Director & CEO</p> <p>CAO</p> <p>CFO</p> <p>Company Secretary</p> <p>Company Secretary</p> <p>Company Secretary</p>
	<p>b Others</p> <p>Enterprises over which Key Managerial Personnel are able to exercise Significant influence</p> <p>1 Orbit Abode Private Limited</p> <p>2 Property Redevelopers Association</p> <p>3 Pheonix Appliances Private Limited</p> <p>4 Orbit Dwelling Private Limited</p> <p>5 Orbit Lifestyle City Developers Private Limited</p> <p>6 Emgee Foils Private Limited</p> <p>7 Orbit Facility Services Private Limited</p> <p>8 Orbit Eduworld Private Limited</p> <p>9 Ambuj Infrastructure Private Limited</p>	

3a Disclosure of related party transactions for KMPS

Sr. No.	Particulars	KMPS	
		For the year ended 31st March 2016	For the year ended 31st March 2015
1	Loan Taken	40.07	478.63
	Loan Repaid	15.18	18.54
	Closing Balance	723.85	698.96
2	Rent Paid	-	33.71
3	Managerial Remuneration & Salaries	9.60	9.60
4	Deposits		
	During the year	-	-
	Closing Balance	288.76	288.76

3b Disclosure of related party transactions for Others

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Property Advances		
Advance Granted	6.73	0.09
Advance Recovered	0.10	257.43
Closing Balance	2,754.43	2,747.80
Other Advances		
Advance Granted	4.94	6.74
Advance Recovered	0.38	1.42
Closing Balance	18.61	14.06
Long Term Borrowings		
Loan Taken	0.16	0.00
Loan Repaid	2.40	2.06
Closing balance- Borrowings	159.39	161.63
Short Term Borrowings		
Loan Taken	-	-
Loan Repaid	173.00	-
Closing balance- Borrowings/(Advance)	(168.08)	4.92
Supplier Advance	0.18	0.12

33 Note on Taxes

- a The Company considering inter alia, the legislative intent of the provisions of the Section 80-IB (10) of the Income Tax Act, 1961, particularly with respect to the deduction of the profits derived from redevelopment of buildings/properties, is of the considered opinion that it shall be entitled to a 100% deduction of its profits derived from such property redevelopment activities undertaken in accordance with Development Control Regulations (DCR) in force in the state of Maharashtra, notwithstanding approvals etc. in terms of provisions of the said Section 80-IB (10). Accordingly the taxable profit computed in accordance with the provisions of Income Tax Act, 1961 have been reduced to the extent of claim u/s. 80-IB (10).

The company has applied for admission at settlement commission for various issues inter alia under section 80-IB(10) claim made by the Company, to which Income Tax department had contested upon.

The company has been granted interim relief in form of stay order against abatement of all cases. In view of the matter being subject of scrutiny by Settlement Commission and further verification of facts, the same is subjudice for deduction u/s 80 - IB(10). Submission of facts & justification of the said claim is in process through various hearing from time to time at the Hon'ble Income Tax Settlement Commission.

There is no changes in the cumulative provision for tax as in view of loss during the financial year ended 2016 (A.Y 2016-17)

In addition to the amount of ₹971.43 millions provided cumulative for previous years for tax, ₹971.43 millions may be an additional amount for the same in case the deduction U/s 80 IB (10) is not available for such previous years.

- b The Company inter alia had received notice U/s 153A of the Income Tax Act, 1961 in respect of search carried out by the relevant authority in February 2010. The Company has filed return for the same and also for the cases pending with Hon'ble Income Tax Settlement Commission. The Income Tax department has passed orders assessment yearwise in response to the said returns filed by the Company. However the company has contested the said orders and the demand raised thereon by filing appeal before Income Tax Appellate Tribunal.

c Deferred Tax

	As at 31.03.2015	To Statement Profit & Loss A/c	Adjustment on account of Consolidation	As at 31.03.2016
DTL				
-Deferment of Tax Liability on Account of uncertainty related to final sale agreement .	263.60	-	-	263.60
Total	263.60	-	-	263.60
DTA				
- Employee benefits	5.20	-	-	5.20
- Difference between Book & Tax Depreciation	10.82	-	-	10.82
- Carry Forward Losses	721.60	-	-	721.60
- Expenses Transferred to Income Tax CWIP	-	-	-	-
Total	737.62	-	-	737.62
Net DTL /(DTA)	(474.02)	-	-	(474.02)

34 Employee Stock Options

a ESOP Scheme 2012

- 1 At an Annual General Meeting held on 24th September, 2012 resolution to grant upto 1,200,000 options to employees was approved which entitles the option holders to subscribe to one equity shares of the company of face value of ₹10 per option granted at grant price on such terms and conditions as may be fixed or determined by the board.
- 2 At Annual General Meeting held on 24th September, 2013 total options which may be granted were further modified to 2,400,000
- 3 Compensation Committee had granted 12,00,000 fresh options under Orbit ESOS 2012 at an exercise price of ₹10/- per option on 1st July 2013, as Grant 1
- 4 The Options have been granted at exercise price of ₹ 10 per option as against the market price of ₹ 16.40 per share at the time of grant and have a vesting Year of one year from the date of grant.
- 5 Compensation Committee had granted 1,25,000 fresh options under Orbit ESOS 2012 at an exercise price of ₹ 10/- per option on 14th July, 2014, as Grant 2, as against the Market Price of ₹ 21.05 per share at the Time of Grant, as Grant 2. The vesting Year is spread over 5 Years in equal proportion.
- 6 During the year 73,779 Options have lapsed out of Grant 1 due to separations and 9,08,041 Options of Grant 1 were outstanding as on 31st March 2016.
- 7 During the year 1,25,000 Options have lapsed out of Grant 2 due to separations and NIL Options of Grant 2 were outstanding as on 31st March 2016.

b Summary of Options Granted

Grant No	Grant Date	No. of Options	Options surrendered/lapsed	Options Exercised	the end of the Year	Grant Price	Market Price	Intrinsic Value
1	01.07.2013	1,121,800	213,759	-	908,041	10	16.4	6.4
2	11.07.2014	125,000	125,000	-	-	10	21.05	11.05

c Accounting

- 1 The employee compensation cost applicable for Options granted during the year net of lapse is ₹ (0.92 mns)
- 2 During the year ended 2015-16, 30 employees holding options resigned / ceased to be in employment. As a result of such separations, 73,779 options have lapsed and are available for reissue.

d Others

- 1 There is no employee who has been granted options equal to or exceeding 1% of the Issued Capital.

e The movement of stock options during the year ended March 31, 2016 are summarized below:

	Number of options-Grant 1	Number of options-Grant 2
Outstanding at the beginning of the year	981,820	125,000
Exercisable at the beginning of the year	Nil	Nil
Granted during the year	Nil	Nil
Granted Options Forfeited during the year	Nil	Nil
Exercised during the year	Nil	Nil
Expired during the year	73,779	125,000
Money realized by exercise of options	Nil	
Outstanding at the end of the year	908,041	-

f For purposes of the proforma disclosures, the fair value of each option grant using the Black Scholes Option Valuation model with the following assumptions:

Particulars	Grant 1	Grant 2
Risk free interest rate	8.00%	8.77%
Expected volatility	53.00%	77%
Years to Maturity from Grant date	1	Average 3.5 Years
Stock Price at the time of Option grant	16.4	21.05
Expected Dividends	Not separately included, factored in volatility working	
Calculations	Grant 1	Grant 2
Options granted	1,200,000	125,000
Options Lapsed	291,959	125,000
Net options granted	908,041	-
Exercise Price	10.00	10.00
Market Price on grant date	16.40	21.05
Intrinsic Value	6.40	11.05
Fair Value based on Black Scholes Method	7.65	15.58
Charged during the year to employee cost based on Intrinsic Value (Before Group allocation) (₹ in millions)	(0.47)	(0.45)
Chargeable to employee cost based on Fair Value (₹ in millions)	(0.56)	(0.60)
Additional charged if Fair Value taken (₹ in millions)	(0.09)	(0.15)

Note: The difference in basic and diluted EPS is insignificant under both the methods.

35 The total value of sales for project mentioned in note 36 for which revenue recognition is applicable is ₹ 13,420 millions. Out of which ₹ 11,519 millions was recognised in previous year and ₹ 19.60 millions is recognised revenue for the year as per percentage completion method. The remaining amount i.e. outstanding book size is ₹ 1,881 millions.

36 The following is the summary of the projects.

	Location wise	Sale Consideration as on 31 st Mar 2016	Revenue Recognised till 31 st Mar 2015	Revenue Recognised for FY 15-16	Outstanding Book Size
1	Completed Projects				
	Indage House	131.00	131.00	-	-
	Limave House	71.50	71.50	-	-
		202.50	202.50	-	-
2	On going Projects				
	Napean Sea Road	5,268.40	3,932.83	31.78	1,303.79
	Lower Parel	5,017.30	4,702.92	(16.38)	330.75
	Prarthna Samaj	609.11	532.89	2.74	73.48
	Andheri Saki Naka	2,322.74	2,147.87	1.46	173.41
		13,217.54	11,316.52	19.60	1,881.42
	Total	13,420.04	11,519.02	19.60	1,881.42

37 Additional Disclosure in accordance with Schedule III of the Companies Act, 2013

Sl no.	List of Companies	Net Assets i.e Assets minus total liabilities		Share of Profit/Loss	
		as % of Consolidated Net Assets	Amount	as % of Consolidated Profit/loss	Amount
1	Orbit Corporation Ltd. (Holding Company)	78.16%	3,428.56	94.62%	(3,458.69)
	Indian Subsidiaries				
1	Orbit Highcity Pvt.Ltd.	-8.59%	(376.71)	0.63%	(23.20)
2	Ahinsa Buildtech Pvt.Ltd.	2.11%	92.39	3.83%	(140.10)
3	Orbit Residency Pvt.Ltd.	-0.30%	(13.11)	0.02%	(0.84)
4	Orbit Habitat Pvt.Ltd.	0.13%	5.81	0.01%	(0.45)
	Minority Interest in all Subsidiaries associates (Investment as per the equity method) Indian	28.48%	1,249.45	0.89%	(32.02)
	Total	100.00%	4,386.38	100%	(3,591.26)

38 Corporate Social Responsibility Expenditure

In view of the losses being incurred ,no amount is required to be spent on corporate social responsibility expenditure in terms of section 135 of companies Act,2013.

39 Previous Year Figures

The previous year's figures have been recast / regrouped / rearranged wherever considered necessary.

As per our report attached

For and on behalf of the Board of Directors

Sharp and Tannan

Chartered Accountants

Firm's Registration Number 109982W

by the hand of

Pujit Aggarwal

Managing Director & CEO

(DIN 00133373)

Abdul Mohammad Sattar

Director

(DIN 06656299)

Milind P.Phadke

Partner

Membership No. 33013

Place : Mumbai.

Date: 18th May 2016

Dinesh Bhalotia

Chief Financial Officer

Place : Mumbai.

Date: 18th May 2016

Ronak Kalathiya

Company Secretary

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Orbit Corporation Limited (the 'Company') will be held at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 on Friday, 30th December, 2016 at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1- Adoption of financial statements

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2016 including the Reports of the Directors and Auditors thereon.

Item No. 2 - Re-Appointment of Director

To appoint a Director in place of Mr. Ravi Kiran Aggarwal (DIN: 00133401), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 - Re-Appointment of Director

To appoint a Director in place of Mr. Pujit Aggarwal (DIN: 000133373), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 - Appointment of Auditors

To appoint Auditors to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting, to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s Paresh Rakesh & Associates, Chartered Accountants (Firm Registration No. 119728W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred."

Place: Mumbai

By the order of the Board of Directors

Date: 30th November, 2016

REGISTERED OFFICE:

"The View", 165,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018

Ravi Kiran Aggarwal

Chairman

DIN 00133401

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy in order to be valid / effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
4. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law, blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
5. The proxy-holder shall prove his/her identity at the time of attending the Meeting.
6. Members are requested to bring the Attendance slips enclosed herewith duly filled and signed for attending the meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Electronic copy of the Annual Report 2016 is being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2016 is being sent in the permitted mode. E-Mail ID Registration Form is attached to the Notice. Members are requested to register their e-mail ID with the Company for receiving all the communications/documents/notices/correspondences from the Company in electronic mode instead of getting physical copies of the same.
9. Electronic copy of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report 2016 will also be available on the Company's website www.orbitcorp.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication

members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@orbitcorp.com.

10. Members are requested to bring their copy of Annual Report to the Meeting.
11. The Register of Members and Share Transfer Books will remain closed on 23rd December, 2016 to 29th December, 2016 (both days inclusive).
12. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at Link Intime (India) Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (West), Mumbai – 400 078 in respect of their physical share folios.
13. Members are requested to send their queries, if any, concerning the accounts and operations of the Company, at least seven days in advance at the Registered Office address, so that the information can be made available at the meeting, to the extent possible.
14. Route Map of Venue of the Meeting is attached.

15. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules issued thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 (Listing Regulations) the members are provided with the facility to cast their vote by electronic means through the remote e-voting platform provided by Central Depository Services Limited (CDSL) on all resolutions set out in this Notice. In order to enable its members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a ballot form with the notice. Instructions for e-voting are given herein below. Resolutions passed by the members through ballot forms or e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

The instructions for e-voting are as under:

- (i) Shareholders holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 23rd December, 2016, may cast their vote electronically during the e-voting period. The e-voting period begins on 27th December, 2016 (9.00 A.M.) and ends 29th December, 2016 (5.00 P.M.). The e-voting module shall be disabled by CDSL for voting thereafter.

Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

The voting rights of shareholders shall be in proportion to their Shares in the paid up Equity Shares capital of the Company as on the cut-off date of 23rd December, 2016.

Persons who acquire shares and become members of the Company after the dispatch of the Notice of the AGM but on or before the cut-off date i.e. 23rd December, 2016, may obtain their user ID and password for remote e-voting from Company's registrar and transfer Agent, Link Intime India Private Limited or from CDSL. However, if the person is already registered with CDSL for remote e-voting then the existing User ID and Password can be used for remote e-voting.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 'ORBIT CORPORATION LIMITED'.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. CS Bhavika Bhagat, Practising Company Secretary, Mumbai, has been appointed for as the Scrutinizer for providing facility to the members of the Company to Scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. In the event a member casts his votes through both processes i.e. e-voting and Polling Paper, the votes casted through the e-voting system would be considered, and the Polling Paper would be disregarded.
18. The members who have cast their vote by remote e-voting or by ballot forms prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

19. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.orbitcorp.com and on the website of CDSL, i.e. www.evotingindia.com within two days of the passing of the resolutions at the 16th AGM of the Company on 31st December, 2016 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Name	Mr. Ravi Kiran Aggarwal	Mr. Pujit Aggarwal
Age	67	43
Date of Appointment	07.03.2000	07.03.2000
Qualifications	Graduation from BITS Pilani, Post-Graduation from Delhi University.	B.Com graduate and has done Owner / President Management (OPM) Program from Harvard Business School USA and AMDP (Advanced Management & Design Program) from the Graduate School of Design Harvard University.
Expertise in specific functional areas	Mr. Ravi Kiran Aggarwal is an engineer from BITS Pilani. Subsequently he did his MBA from Delhi University. He promoted a company named Tasty Bite Eatables Limited which was subsequently sold to Hindustan Lever Limited. He has extensive experience in construction business and has undertaken development of various properties in Mumbai which includes office complexes as well as residential premises. He oversees the design and project execution functions in India. His extensive experience and expertise coupled with superior management skills has spearheaded Orbit Corporation to heights of success.	Mr. Pujit Aggarwal is the Managing Director & CEO of Orbit Corporation Limited. He currently manages the day-to day operations of the Company. Armed with an international management education from Harvard Business School, he has about 26 years of experience that has given him an incomparable edge. He has actively represented the Company at various forum viz, before the state government and the World Bank. Through his progressive ideas and strategies, he has contributed to the development of Mumbai into a world class city.
Directorship of other Companies*	1.Orbit Raking Solutions Ltd	1. Orbit Raking Solutions Ltd
Chairman/ Member of the Committees of the board of other Companies on which he/ she is a Director*	NIL	NIL
Shareholding in Orbit Corporation Limited		

* Does not include Alternate Directorships, Directorships in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

Place: Mumbai
Date: 30th November, 2016

By the order of the Board of Directors

REGISTERED OFFICE:
 "The View", 165,
 Dr. Annie Besant Road,
 Worli, Mumbai – 400 018

Ravi Kiran Aggarwal
Chairman
DIN 00133401



ORBIT CORPORATION LIMITED

CIN: L72900MH2000PLC124729

Regd. Office: The View, 1st Floor, 165, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India

Email: investor@orbitcorp.com; Phone: 91 22 30446910; Fax: 91 22 24911028

Website: www.orbitcorp.com

E-MAIL ID REGISTRATION FORM

I, (name of first/individual shareholder) holding(no. of shares) equity shares vide folio no./DP & Client ID No.in the Company, would like to register below mentioned e-mail ID for receiving all the communications/documents/notices/correspondences from the Company in electronic mode instead of getting physical copies of the same. Kindly register the same.

E-mail ID:

Yours truly,

Signature

Name:

Address:

.....

.....



ORBIT CORPORATION LIMITED

CIN: L72900MH2000PLC124729

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Website: www.orbitcorp.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id:	
		*DP Id:	

*Applicable for investors holding shares in electronic form.

I/We, being the Member(s) of..... Shares of the above named company, hereby appoint:

- 1)of.....having e-mail Id.....or failing him
- 2)of.....having e-mail Id.....or failing him
- 3)of.....having e-mail Id.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 16thAnnual General Meeting of the Company at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 to be held on Friday, 30th December, 2016 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of financial statements for the year ended on 31st March, 2016.		
2.	Appointment of Director in place of Mr. Ravi Kiran Aggarwal who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of Director in place of Mr. Pujit Aggarwal who retires by rotation and being eligible offers himself for re-appointment.		
4.	Appointment of Statutory Auditors of the Company for the Financial Year ending 31 st March, 2017.		

Signed thisDay of2016

Re. 1 Revenue Stamp

(Signature of Member)

(Signature of Proxy)

Note: (1) This Form duly completed and signed should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

(2) Please put a ' ✓ ' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



ORBIT CORPORATION LIMITED

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Website: www.orbitcorp.com

ATTENDANCE SLIP

16th ANNUAL GENERAL MEETING- 30th December, 2016
TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the Members attending
(In Block Letters):.....

Full Name of the Proxy
(In Block Letters):.....
(To be filled in, if Proxy attends instead of the Member)

I hereby record my presence at the 16th Annual General Meeting of the Company at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001, to be held on Friday, 30th December, 2016 at 10.30 A.M.

Ledger
Folio No.
DP ID*
Client ID*
No. of Shares held.....

(To be signed at the time of handing over this slip)
Signature)

.....
(Member's / Proxy

*Applicable for the members holding shares in electronic form.
Note: Member(s) are requested to bring their copies of the Annual Report to the meeting.



ORBIT CORPORATION LIMITED

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Website: www.orbitcorp.com

POLLING PAPER

16th ANNUAL GENERAL MEETING - 30th December, 2016

Sl. No.	Particulars	Details
1	Name of the first named Shareholder (In Block Letters)	
2	Postal address	
3	Registered Folio No./ Client ID No.* (*applicable to investors holding shares in dematerialized form)	
4	Name of Proxy/Authorised Representative	
5	Class of Shares	
6	No. of Shares held	

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	Resolutions	I assent to the Resolution	I dissent to the Resolution
Ordinary Business			
1.	Adoption of financial statements for the year ended on 31st March, 2016.		
2.	Appointment of Director in place of Mr. Ravi Kiran Aggarwal who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of Director in place of Mr. Pujit Aggarwal who retires by rotation and being eligible offers himself for re-appointment.		
4.	Appointment of Statutory Auditors of the Company for the Financial Year ending 31 st March, 2017.		

Please put a ' ✓ ' in the appropriate column against the resolutions indicated in the Box.

Place :

Date :

Signature of the Shareholder/Proxy/Authorised Representative



ORBIT
VISION BEYOND

Orbit Corporation Limited

The View, 165, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.

Tel: 91 22 3044 6910, Fax: 91 22 2491 1028

E-Mail: Info@Orbitcorp.Com